

# BEFORE THE PENNSYLVANIA PUBLIC UTILITY COMMISSION

Application of **Santanna Natural Gas Corporation**, d/b/a **Santanna Energy Services**, for approval to offer, render, furnish, or supply electricity or electric generation services as a(n) electric generation supplier, aggregator and broker/marketer to the public in the Commonwealth of Pennsylvania (Pennsylvania).

To the Pennsylvania Public Utility Commission:

## 1. IDENTIFICATION AND CONTACT INFORMATION

- a. **IDENTITY OF THE APPLICANT:** Provide name (*including any fictitious name or d/b/a*), primary address, web address, and telephone number of Applicant:

**Santanna Natural Gas Corporation**  
**d/b/a Santanna Energy Services**  
**7701 San Felipe Blvd, Ste 200**  
**Austin, TX 78729**  
**Tel: (512) 346-2500**  
**Fax: (512) 346-2578**  
**www.SantannaEnergyServices.com**

- b. **PENNSYLVANIA ADDRESS / REGISTERED AGENT:** If the Applicant maintains a primary address outside of Pennsylvania, provide the name, address, telephone number, and fax number of the Applicant's secondary office within Pennsylvania. If the Applicant does not maintain a physical location within Pennsylvania, provide the name, address, telephone number, and fax number of the Applicant's Registered Agent within Pennsylvania.

**CT Corporation System**  
**116 Pine St Harrisburg, PA 17101**  
**(717) 234-6004**

- c. **REGULATORY CONTACT:** Provide the name, title, address, telephone number, fax number, and e-mail address of the person to whom questions about this Application should be addressed.

**Gregory F. Rabaey**  
**Vice-President, COO**  
**Santanna Energy Services**  
**7701 San Felipe Blvd, Ste 200**  
**Austin, TX 78729**  
**(512) 346-2500 ext. 244**  
**(512) 346-2578 (fax)**  
**Rabaey@SES4Energy.com**

- d. **ATTORNEY:** Provide the name, address, telephone number, fax number, and e-mail address of the Applicant's attorney. If the Applicant is not using an attorney, explicitly state so.

**Daniel Clearfield, Esq.**  
**Eckert Seamans Cherin & Mellott, LLC**  
**213 Market St., 8th Fl.**  
**Harrisburg PA 17101**  
**(717) 237-7173(v)**  
**(717) 237-6019(f)**  
**dclearfield@eckertseamans.com**

- e. **CONTACTS FOR CONSUMER SERVICE AND COMPLAINTS:** Provide the name, title, address, telephone number, FAX number, and e-mail of the person and an alternate person responsible for addressing customer complaints. These persons will ordinarily be the initial point(s) of contact for resolving complaints filed with the Applicant, the Electric Distribution Company, the Pennsylvania Public Utility Commission, or other agencies. The main contact's information will be listed on the Commission website list of licensed EGSs.

**Denise Robles**  
**Compliance & Quality Assurance Department Team Leader**  
**425 Quadrangle Dr.**  
**Bolingbrook, IL. 60440**  
**630-789-6022 Ext 254**  
**robles@ses4energy.com**

**Silvia Borjas**  
**Compliance & Quality Assurance Department**  
**425 Quadrangle Dr.**  
**Bolingbrook, IL. 60440**  
**630-789-6022 Ext 256**  
**Borjas@ses4energy.com**

**Roberto Cruz**  
**Customer Service Team Leader**  
**425 Quadrangle Dr.**  
**Bolingbrook, IL. 60440**  
**630-789-6022 Ext 258**  
**Cruz@SES4Energy.com**

## 2. BUSINESS ENTITY FILINGS AND REGISTRATION

- a. **FICTITIOUS NAME:** *(Select appropriate statement and provide supporting documentation as listed.)*

The Applicant will be using a fictitious name or doing business as (“d/b/a”)

Provide a copy of the Applicant’s filing with Pennsylvania’s Department of State pursuant to 54 Pa. C.S. §311, Form PA-953.

**See Attachment A -- Application for Certificate of Authority and Application for Registration of Fictitious Name**

- b. **BUSINESS ENTITY AND DEPARTMENT OF STATE FILINGS:**

*(Select appropriate statement and provide supporting documentation. As well, understand that Domestic means being formed within Pennsylvania and foreign means being formed outside Pennsylvania.)*

The Applicant is a:

- domestic corporation (15 Pa. C.S. §1308)
- foreign corporation (15 Pa. C.S. §4124)
- domestic limited liability company (15 Pa. C.S. §8913)
- foreign limited liability company (15 Pa. C.S. §8981)
- Other (Describe):

- Provide proof of compliance with appropriate Department of State filing requirements as indicated above.
- Provide the state in which the business is incorporated/organized/formed and provide a copy of the Applicant’s charter documentation.

**Santanna Natural Gas Corp d/b/a Santanna Energy Services is an S-Corp with articles of incorporation filed in the state of Texas.  
See Attachment B – Texas Certificate of Incorporation for Santanna Natural Gas Corporation**

- Give name and address of officers.

**Name: T. Wayne Gatlin  
Title: President, CEO, COB  
Address: 7701 San Felipe Blvd. Ste 200 Austin, TX 78729  
Phone: (512) 346-2500 ext. 215**

**Name: Douglas G. Cueller  
Title: Vice President – Midwest Operations, CMO  
Address: 425 Quadrangle Dr. Bolingbrook, IL. 60440  
Phone: (630) 789-6022 ext. 230**

**Name: Gregory F. Rabaey  
Title: Vice President, COO  
Address: 7701 San Felipe Blvd. Ste 200 Austin, TX 78729  
Phone: (512) 346-2500 ext. 244**

Name: Richard McDonald  
Title: Controller, Secretary/Treasurer  
Address: 7701 San Felipe Blvd. Ste 200 Austin, TX 78729  
Phone: (512) 346-2500 ext. 225

### 3. AFFILIATES AND PREDECESSORS

- a. **AFFILIATES:** Give name and address of any affiliate(s) currently doing business and state whether the affiliate(s) are jurisdictional public utilities. If the Applicant does not have any affiliates doing business, explicitly state so. Also, state whether the applicant has any affiliates that are currently applying to do business in Pennsylvania.

**Santanna is not affiliated with any entity currently doing business in Pennsylvania, and is not affiliated with any jurisdictional public utilities. Santanna does not have any affiliates that are currently applying to do business in Pennsylvania.**

- b. **PREDECESSORS:** Identify the predecessor(s) of the Applicant and provide the name(s) under which the Applicant has operated within the preceding five (5) years, including address, web address, and telephone number, if applicable. If the Applicant does not have any predecessors that have done business, explicitly state so.

**Santanna does not have any predecessors that have done business, within the preceding five (5) years in Pennsylvania**

### 4. OPERATIONS

- a. **APPLICANT'S PRESENT OPERATIONS:** *(select and complete the appropriate statement)*

The Applicant is not presently doing business in Pennsylvania.

- b. **APPLICANT'S PROPOSED OPERATIONS:** The Applicant proposes to operate as a (*may check multiple*):

- Generator of electricity  
 Supplier of electricity  
 Aggregator engaged in the business of supplying electricity  
 Broker/Marketer engaged in the business of supplying electricity services  
 Electric Cooperative and supplier of electric power  
 Other (Describe):

- c. PROPOSED SERVICES:** Describe in detail the electric services or the electric generation services which the Applicant proposes to offer.

**Santanna is a marketer of energy solutions for both residential and small commercial consumers of natural gas and electricity. Santanna is authorized and licensed to supply natural gas to commercial and residential customers in Illinois, Michigan, Indiana, and Ohio. Santanna is licensed in the state of Illinois as a Retail Electric ABC (Agents, Brokers, and Consultants) and in the states of Illinois and Ohio as a Retail Electric Supplier to supply power to commercial and residential customers.**

**Santanna intends to act as an Electric Generation Supplier, Aggregator and Broker/Marketer supplying electricity and electric services at a competitive rate to residential and small commercial customers located within the service territories of the Commonwealth of Pennsylvania.**

**Santanna intends to offer standard industry retail electric rate products that may include, among others, fixed rate, block-index, and variable rate offers.**

- d. PROPOSED SERVICE AREA:** Provide a list of each Electric Distribution Company for which the Applicant proposes to provide service.

**Santanna seeks to be authorized to supply retail electric energy in all service territories of Electric Distribution Companies within the Commonwealth of Pennsylvania.**

- e. CUSTOMERS:** Applicant proposes to provide services to:

- Residential Customers
- Small Commercial Customers - (25 kW and Under)
- Large Commercial Customers - (Over 25 kW)
- Industrial Customers
- Governmental Customers
- All of above
- Other (Describe):

- f. PROPOSED MARKETING METHOD** (*check all that apply*)

- Internal – Applicant will use its own internal resources/employees for marketing
- External EGS – Applicant will contract with a PUC **LICENSED EGS** broker/marketer
- Affiliate – Applicant will use a **NON-EGS** affiliate marketing company and or individuals.
- External Third-Party – Applicant will contract with a **NON-EGS** third party marketing company and or individuals
- Other (Describe):

**g. DOOR TO DOOR SALES:** Will the Applicant be implementing door to door sales activities?

- Yes  
 No

If yes, will the Applicant be using a Third Party Verification procedure?

- Yes  
 No

If yes, describe the Applicant's Third Party Verification procedures.

**Santanna Energy Services (SES) has multiple rigorous protections for the prospective customer built into the SES sales program from the start to the finish of the process. The Door to Door sales representatives (DSR) use a script prepared by SES that communicates the program details to the customer and defines their wishes relative to participation. The DSR are trained to clearly introduce themselves as representatives of SES. The DSR are required to attend a daily mandatory meeting to review the program details and to go through a uniform check. DSR's wear picture ID badges with the SES name and logo and verbiage that states, "I am NOT a utility company employee". Their uniforms consist of shirts, buttons, hat, and coats with the SES logo on them. The DSR hands out a business card when they meet the customer indicating they are from SES and not the utility company. In addition, DSR's have a supervisor that randomly live monitors them in the field to insure compliance.**

**Upon completion of the sales presentation, an independent Third Party Verification company (TPV) is utilized to verify that the terms and conditions were explained to the customer and the customer is electing the program with SES. As part of the TPV process, the DSR initiates a call to the TPV company, and then a representative from the TPV company makes an outbound call back to the customers residence. The TPV representative uses a script prepared by SES, the call is recorded, and the verifications are monitored daily to confirm adherence to the script and the SES guidelines.**

**After the verification, a new customer receives a confirmation letter from SES, which repeats the terms and conditions of the agreement, and furnishes the customer a toll free 24 hour cancellation hot line number and advises them that they have the right to cancel their enrollment, should a customer change their mind thereafter.**

**h. START DATE:** Provide the approximate date the Applicant proposes to begin services within the Commonwealth.

**Santanna proposes to begin marketing and service to customers within the Commonwealth of Pennsylvania as soon as practicable following Commission approval of this Application and licensing as an EGS.**

## 5. COMPLIANCE

- a. **CRIMINAL/CIVIL PROCEEDINGS:** State specifically whether the Applicant, an affiliate, a predecessor of either, or a person identified in this Application, has been or is currently the defendant of a criminal or civil proceeding within the last five (5) years.

Identify all such proceedings (active or closed), by name, subject and citation; whether before an administrative body or in a judicial forum. If the Applicant has no proceedings to list, explicitly state such.

**Santanna, an affiliate, a predecessor of either, or a person identified in this Application is NOT currently, nor has it been in the past, a defendant of a criminal or civil proceeding within the last five (5) years.**

- b. **SUMMARY:** If applicable; provide a statement as to the resolution or present status of any such proceedings listed above.

**NONE.**

- c. **CUSTOMER/REGULATORY/PROSECUTORY ACTIONS:** Identify all formal or escalated actions or complaints filed with or by a customer, regulatory agency, or prosecutory agency against the Applicant, an affiliate, a predecessor of either, or a person identified in this Application, for the prior five (5) years, including but not limited to customers, Utility Commissions, and Consumer Protection Agencies such as the Offices of Attorney General. If the Applicant has no actions or complaints to list, explicitly state such.

**Except as otherwise set forth below in Section 5.d. of this Application, Santanna has NO actions or complaints to list, that are formal or escalated actions or complaints filed with or by a customer, regulatory agency, or prosecutory agency against the Applicant, an affiliate, a predecessor of either, or a person identified in this Application, for the prior five (5) years, including but not limited to customers, Utility Commissions, and Consumer Protection Agencies such as the Offices of Attorney General**

- d. **SUMMARY:** If applicable; provide a statement as to the resolution or present status of any actions listed above.

**In the past 5 years, Applicant was the subject of one Formal Complaint at the Illinois Commerce Commission. The matter of Henry D. Graham, Sr. v. Santanna Natural Gas Corporation d/b/a Santanna Energy Services (ICC Docket No. 08-0521) was settled and dismissed by the ICC on April 15, 2011.**

## 6. PROOF OF SERVICE

- a.) **STATUTORY AGENCIES:** Pursuant to Section 5.14 of the Commission's Regulations, 52 Pa. Code §5.14, provide proof of service of a signed and verified Application with attachments on the following:

Office of Consumer Advocate  
5th Floor, Forum Place  
555 Walnut Street  
Harrisburg, PA 17120

Office of the Attorney General  
Bureau of Consumer Protection  
Strawberry Square, 14th Floor  
Harrisburg, PA 17120

Office of Small Business Advocate  
Commerce Building, Suite 1102  
300 North Second Street  
Harrisburg, PA 17101

Commonwealth of Pennsylvania  
Department of Revenue  
Bureau of Compliance  
Harrisburg, PA 17128-0946

- b.) **EDCs:** Pursuant to Sections 1.57 and 1.58 of the Commission's Regulations, 52 Pa. Code §§1.57 and 1.58, provide Proof of Service of the Application and attachments upon each of the Electric Distribution Companies the Applicant proposed to provide service in. Upon review of the Application, further notice may be required pursuant to Section 5.14 of the Commission's Regulations, 52 Pa. Code §5.14. Contact information for each EDC is as follows.

**Allegheny Power:**

Legal Department  
West Penn Power d/b/a Allegheny Power  
800 Cabin Hill Drive  
Greensburg, PA 15601-1689

**PECO:**

Manager Energy Acquisition  
PECO Energy Company  
2301 Market Street  
Philadelphia, PA 19101-8699

**Duquesne Light:**

Regulatory Affairs  
Duquesne Light Company  
411 Seventh Street, MD 16-4  
Pittsburgh, PA 15219

**PPL:**

Legal Department  
Attn: Paul Russell  
Two North Ninth Street  
Allentown, PA 18108-1179

**Met-Ed, Penelec, and Penn Power:**

Legal Department  
First Energy  
2800 Pottsville Pike  
Reading PA, 19612

**UGI Utilities, Inc:**

Attn: Rates Dept. – Choice Coordinator  
2525 N. 12th Street, Suite 360  
Post Office Box 12677  
Reading, Pa 19612-2677

**Citizens' Electric Company:**

Citizens' Electric Company  
Attn: EGS Coordination  
1775 Industrial Boulevard  
Lewisburg, PA 17837

**Pike County Light & Power Company:**

Director of Customer Energy Services  
Orange and Rockland Company  
390 West Route 59  
Spring Valley, NY 10977-5300

**Wellsboro Electric Company:**

Wellsboro Electric Company  
Attn: EGS Coordination  
33 Austin Street  
P. O. Box 138  
Wellsboro, PA 16901



## 7. FINANCIAL FITNESS

- a. **BONDING:** In accordance with 66 Pa. C.S. Section 2809(c)(1)(i), the Applicant is required to file a bond or other instrument to ensure its financial responsibilities and obligations as an EGS. Therefore, the Applicant is...

- Furnishing the **original** (along with copies) of an initial bond, letter of credit or proof of bonding to the Commission in the amount of \$250,000.

**Applicant is filing an original Letter of Credit in the amount of \$250,000 with the Commission's Secretary by mail under separate cover.**

- Furnishing the **original** (along with copies) of another initial security for Commission approval, to ensure financial responsibility.

- Filing for a modification to the \$250,000 requirement and furnishing the **original** (along with copies) of an initial bond, letter of credit or proof of bonding to the Commission in the amount of \$10,000. Applicant is required to provide information supporting an amount less than \$250,000. Such supporting information must include indication that the Applicant will not take title to electricity and will not pay electricity bills on behalf of its customers. Further details for modification may be described as well.

- *At the conclusion of Applicant's first year of operation it is the intention of the Commission to tie security bonds to a percentage of Applicant's gross receipts resulting from the sale of generated electricity consumed in Pennsylvania. The amount of the security bond will be reviewed and adjusted on an annual basis.*
- *Example version of a bond and letter of credit are attached at Appendix D & E, Applicant's security must follow language from these examples.*
- *Any deviation from these examples must be identified in the application and may not be acceptable to the Commission.*

- b. **FINANCIAL RECORDS, STATEMENTS, AND RATINGS:** Applicant must provide sufficient information to demonstrate financial fitness commensurate with the service proposed to be provided. Examples of such information which may be submitted include the following:

- Actual (or proposed) organizational structure including parent, affiliated or subsidiary companies.

**See Attachment C – Santanna Organizational Chart**

- Published Applicant or parent company financial and credit information (i.e. 10Q or 10K). (SEC/EDGAR web addresses are sufficient)
- Applicant's accounting statements, including balance sheet and income statements for the past two years.

**Attachment D, Santanna Consolidated Financial Statements as of and for the year ended December 31, 2012 and 2011 and Independent Accountant's Review Report by Maxwell, Locke & Ritter are being submitted under separate cover to the Commission and have been marked Confidential.**

- Evidence of Applicant's credit rating. Applicant may provide a copy of its Dun and Bradstreet Credit Report and Robert Morris and Associates financial form, evidence of Moody's, S&P, or Fitch ratings, and/or other independent financial service reports.
- A description of the types and amounts of insurance carried by Applicant which are specifically intended to provide for or support its financial fitness to perform its obligations as a licensee.
- Audited financial statements exhibiting accounts over a minimum two year period.

**See Attachment D.**

- Bank account statement, tax returns from the previous two years, or any other information that demonstrates Applicant's financial fitness.

- c. **ACCOUNTING RECORDS CUSTODIAN:** Provide the name, title, address, telephone number, FAX number, and e-mail address of Applicant's custodian for its accounting records.

**Richard McDonald**  
**Controller**  
**7701 San Felipe Blvd.**  
**Suite 200**  
**Austin, TX 78729**  
**Phone: (512) 346-2500 ext. 225**  
**Fax: (512) 346-2578**  
**Email: McDonald@ses4energy.com**

- d. **TAXATION:** Complete the TAX CERTIFICATION STATEMENT attached as Appendix F to this application.

*All sections of the Tax Certification Statement must be completed. Absence (submitting N/A) of any of the TAX identifications numbers (items 7A through 7C) shall be accompanied by supporting documentation or an explanation validating the absence of such information.*

*Items 7A and 7C on the Tax Certification Statement are designated by the Pennsylvania Department of Revenue. Item 7B on the Tax Certification Statement is designated by the Internal Revenue Service.*

**See Attachment E -- Tax Certificate Statement**

## **8. TECHNICAL FITNESS:**

To ensure that the present quality and availability of service provided by electric utilities does not deteriorate, the Applicant shall provide sufficient information to demonstrate technical fitness commensurate with the service proposed to be provided.

a.) **EXPERIENCE, PLAN, STRUCTURE:** such information may include:

- Applicant's previous experience in the electricity industry.

**Santanna Energy Services operations team has more than 30 years of combined experience in all aspects of delivery forecasting, scheduling, nomination, and inventory management. Santanna's operations team uses proprietary forecasting tools to identify future customer delivery and load requirements. Santanna's operations personnel will work closely with Santanna's primary supplier, EDF Trading in all aspects of retail power (See attachment F -- Operations Expertise).**

**Santanna has entered into an Energy Management Agreement (EMA) with EDF TRADING NORTH AMERICA, LLC (EDFT) as the wholesale power supplier. (The EMA is PROPRIETARY AND CONFIDENTIAL and is provided as Attachment G to the non-public version of this Application). As part of this EMA, EDFT provides to Santanna the Energy Management Services (cf Section 5.1) that meet the technical requirements to schedule retail power for transmission and delivery, for the provision of retail ancillary services as well as other services used to arrange for the purchase and delivery of electricity to retail customers.**

**EDFT, as the agent for Santanna, will maintain a telephone number, fax number and address where its staff can be reached directly at all times.**

**EDF Trading North America, LLC  
4700 West Sam Houston Parkway North  
Suite 250  
Houston Texas 77041 USA  
Scheduling & Trading Tel 281-781-0341  
Tel: + 1-281-781-0333  
Fax: +1-281-781-0360**

- Summary and proof of licenses as a supplier of electric services in other states or jurisdictions.

**At the date of filing, Santanna Natural Gas Corporation is certified, licensed, and registered in the following jurisdictions:**

**Illinois –**

- **Licensed as a Small Commercial Alternative Gas Supplier (Certification of service Authority under Section 19-110 of the Public Utilities Act.) Docket 03-0084**
- **Licensed as a Residential Alternative Gas Supplier (Certification of service Authority under Section 19-110 of the Public Utilities Act.) Docket 02-0441**
- **Licensed as an Agent, Broker, & Consultant (ABC) (Under section 16-115C of the Public Utilities Act.) Docket 09-0597**

- Licensed as an Alternative Retail Electric Supplier (Certificate of Service Authority under Section 16-115 of the Public Utilities Act.) Docket 12-0407

**Michigan –**

- Licensed as an Alternative Gas Supplier (Pursuant to 2002 PA 634 (Act 634), MCL 460.9 et seq.) Case U-16015
- Licensed as an Alternative Electric Supplier (Pursuant to PA 141 of 2000) Case U-17160

**Indiana –**

- Registered as a Gas Customer Choice Marketer (Pursuant to IURC Cause Nos. 42884/42800 Consolidated Final Order dated January 31, 2006)

**Ohio –**

- Licensed as a Retail Natural Gas Marketer # 10-198G(1) (Pursuant to Chapter 4901:1-27 of the Ohio Administrative Code and Section 4929.20 of the Ohio Revised Code) Case 10-1283-GA-CRS
- Licensed as a Competitive Retail Electric Service Provider # 12-431E (1) (Pursuant to Chapter 4901:1-24-(01-13) of the Ohio Administrative Code, Section 4901:1-21-(01-15) of the Ohio Administrative Code, and Section 4928.08 of the Ohio Revised Code) Case 11-5948-EL-CRS

- Type of customers and number of customers Applicant currently serves in other jurisdictions.

**Santanna currently serves nearly 123,000 natural gas and electric customers behind twelve gas/electric distribution companies in Illinois, Indiana, Michigan and Ohio.**

<b>Count Gas</b>	
<b>IL</b>	35,930
<b>MI</b>	60,156
<b>IN</b>	4,424
<b>OH</b>	11,981
<b>Count Electric</b>	
<b>OH</b>	128
<b>IL -- Broker</b>	1,186
<b>IL -- Retail</b>	8,135

<b>Annual Load (BCF) Gas</b>	
<b>IL</b>	8.03
<b>MI</b>	6.95
<b>IN</b>	0.46
<b>OH</b>	0.92
<b>Annual Load (MW) Electric</b>	
<b>OH</b>	1,459
<b>IL -- Broker</b>	66,584
<b>IL -- Retail</b>	59,806

- Staffing structure and numbers as well as employee training commitments.
- Business plans for operations within the Commonwealth.

- Documentation of membership in PJM, ECAR, MAAC, other regional reliability councils, or any other membership or certification that is deemed appropriate to justify competency to operate as an EGS within the Commonwealth.

**See Attachment H -- PJM Agreement**

- Any other information appropriate to ensure the technical capabilities of the Applicant.

**NONE**

**b.) OFFICERS:** Identify Applicant's chief officers including names and their professional resumes.

**See Attachment I -- Santanna Chief Officers Bios**

**c.) FERC FILING:** Applicant has:

Filed an Application with the Federal Energy Regulatory Commission to be a Power Marketer.

Received approval from FERC to be a Power Marketer at Docket or Case Number **ER11-4453-000**.

Not applicable

## **9. DISCLOSURE STATEMENT:**

**Disclosure Statements:** If proposing to serve Residential and/or Small Commercial (under 25 kW) customers, provide a Residential and/or Small Commercial disclosure statement. A sample disclosure statement is provided as Appendix G to this Application.

- Electricity should be priced in clearly stated terms to the extent possible. Common definitions should be used. All consumer contracts or sales agreements should be written in plain language with any exclusions, exceptions, add-ons, package offers, limited time offers or other deadlines prominently communicated. Penalties and procedures for ending contracts should be clearly communicated.

**See Attachment J – Santanna Disclosure Statement, Welcome Letter and Terms & Conditions**

## 10. VERIFICATIONS, ACKNOWLEDGEMENTS, AND AGREEMENTS

- a. **PJM LOAD SERVING ENTITY REQUIREMENT:** As a prospective EGS, the applicant understands that those EGSs which provide retail electric supply service (i.e. takes title to electricity) must provide either:

- proof of registration as a PJM Load Serving Entity (LSE), or
- proof of a contractual arrangement with a registered PJM LSE that facilitates the retail electricity services of the EGS.

The Applicant understands that compliance with this requirement must be filed within 120 days of the Applicant receiving a license. As well, the Applicant understands that compliance with this requirement may be filed with this instant application.

*(Select only one of the following)*

- AGREED - Applicant has included compliance with this requirement in the instant application, labeled in correspondence with this section (10).

**Santanna has entered into an Energy Management Agreement (EMA) with EDF TRADING NORTH AMERICA, LLC (EDFT) as the wholesale power supplier. As part of this EMA (See Attachment G -- EMA) EDFT provides to Santanna the Energy Management Services (cf Section 5.1) that meet the technical requirements to schedule retail power for transmission and delivery, for the provision of retail ancillary services as well as other services used to arrange for the purchase and delivery of electricity to retail customers. In addition, Santanna has designated EDFT as its Load Serving Entity in PJM (See Attachment K – PJM Declaration of Authority for EDFT)**

- AGREED - Applicant will provide compliance with this requirement within 120 days of receiving its license

- ACKNOWLEDGED - Applicant is not proposing to provide retail electric supply service at this time, and therefore is not presently obligated to provide such information

- b. **STANDARDS OF CONDUCT AND DISCLOSURE:** As a condition of receiving a license, Applicant agrees to conform to any Uniform Standards of Conduct and Disclosure as set forth by the Commission. Further, the Applicant agrees that it must comply with and ensure that its employees, agents, representatives, and independent contractors comply with the standards of conduct and disclosure set out in Commission regulations at 52 Pa. Code § 54.43.

- AGREED

c. **REPORTING REQUIREMENTS:** Applicant agrees to provide the following information to the Commission or the Department of Revenue, as appropriate:

- Retail Electricity Choice Activity Reports: The regulations at 52 Pa. Code §§ 54.201--54.204 require that all active EGSs report sales activity information. An EGS will file an annual report reporting for customer groups defined by annual usage. Reports must be filed using the appropriate report form that may be obtained from the PUC's Secretary's Bureau or the forms officer, or may be down-loaded from the PUC's internet web site.
- Reports of Gross Receipts: Applicant shall report its Pennsylvania intrastate gross receipts to the Commission on a quarterly and year to date basis no later than 30 days following the end of the quarter.
- The Treasurer or other appropriate officer of Applicant shall transmit to the Department of Revenue by March 15, an annual report, and under oath or affirmation, of the amount of gross receipts received by Applicant during the prior calendar year.
- Applicant shall report to the Commission the percentages of total electricity supplied by each fuel source on an annual basis:
- Applicant will be required to meet periodic reporting requirements as may be issued by the Commission to fulfill the Commission's duty under Chapter 28 pertaining to reliability and to inform the Governor and Legislature of the progress of the transition to a fully competitive electric market.

AGREED

d. **TRANSFER OF LICENSE:** The Applicant understands that if it plans to transfer its license to another entity, it is required to request authority from the Commission for permission prior to transferring the license. See 66 Pa. C.S. Section 2809(D). Transferee will be required to file the appropriate licensing application.

AGREED

e. **ASSESSMENT:** The Commission does not presently assess Electric Generation Suppliers for the purposes of recovery of regulatory expenses; see *PPL Energyplus, LLC v. Commonwealth*, 800 A.2d 360 (Pa. Cmwlth. 2002).

ACKNOWLEDGED

f. **FURTHER DEVELOPMENTS:** Applicant is under a continuing obligation to amend its application if substantial changes occur to the information upon which the Commission relied in approving the original filing. See 52 Pa. Code § 54.34.

AGREED

- g. FALSIFICATION:** The Applicant understands that the making of false statement(s) herein may be grounds for denying the Application or, if later discovered, for revoking any authority granted pursuant to the Application. This Application is subject to 18 Pa. C.S. §§4903 and 4904, relating to perjury and falsification in official matters.

AGREED

- h. NOTIFICATION OF CHANGE:** If your answer to any of these items changes during the pendency of your application or if the information relative to any item herein changes while you are operating within the Commonwealth of Pennsylvania, you are under a duty to so inform the Commission, within twenty (20) days, as to the specifics of any changes which have a significant impact on the conduct of business in Pennsylvania. See 52 Pa. Code § 54.34.

AGREED

- i. CEASING OF OPERATIONS:** Applicant is also required to officially notify the Commission if it plans to cease doing business in Pennsylvania, 90 days prior to ceasing operations.

AGREED

- j. Electronic Data Interchange:** The Applicant acknowledges the Electronic Data Interchange (EDI) requirements and the relevant contacts for each EDC, as listed at appendix J.

AGREED

- k. FEE:** The Applicant has enclosed or paid the required initial licensing fee of \$350.00 payable to the Commonwealth of Pennsylvania.

PAYMENT SUBMITTED UNDER SEPARATE COVER



## 11. AFFIDAVITS

- a.) **APPLICATION AFFIDAVIT:** Complete and submit with your filing an officially notarized Application Affidavit stating that all the information submitted in this application is truthful and correct. An example copy of this Affidavit can be found at Appendix A.
  
- b.) **OPERATIONS AFFIDAVIT:** Provide an officially notarized affidavit stating that you will adhere to the reliability protocols of the North American Electric Reliability Council, the appropriate regional reliability council(s), and the Commission, and that you agree to comply with the operational requirements of the control area(s) within which you provide retail service. An example copy of this Affidavit can be found at Appendix B.

**See attached Affidavits.**

## 12. NEWSPAPER PUBLICATIONS

Notice of filing of this Application must be published in newspapers of general circulation covering each county in which the applicant intends to provide service. Below is a list of newspapers which cover the publication requirements for Electric Generation Suppliers looking to do business in Pennsylvania.

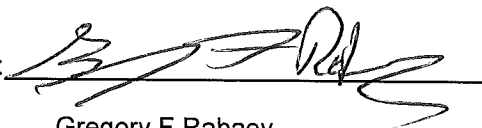
The newspapers in which proof of publication is required is dependent on the service territories the applicant is proposing to serve. The chart below dictates which newspapers are necessary for each EDC. If the applicant is proposing to serve the entire Commonwealth, please file proof of publication in all seven newspapers.

Please file with the Commission the Certification of Publication, along with a photostatic copy of the notice to complete the notice requirements.

Proof of newspaper publications must be filed with the initial application. Applicants **do not** need a docket number in their publication. Docket numbers will be issued when all criteria on the item 14 checklist (see below) are satisfied.

	<u>Duquesne</u>	<u>Met Ed</u>	<u>P/E/C/O</u>	<u>Pen elec</u>	<u>Pe nn Po we r</u>	<u>P P L</u>	<u>U/G!</u>	<u>W e st P e n n</u>	<u>Entire Common wealth</u>
Philadelphia Daily News		X	X			X			X
Harrisburg Patriot-News		X		X		X		X	X
Scranton Times Tribune		X		X		X	X		X
Williamsport Sun Gazette				X		X		X	X
Johnstown Tribune Democrat				X				X	X
Erie Times-News				X	X				X
Pittsburgh Post-Gazette	X				X			X	X

## 13. SIGNATURE

Applicant:   
 By: Gregory F Rabaey  
 Title: Vice President, Chief Operating Officer

PROOF OF PUBLICATION  
In  
THE ERIE TIMES-NEWS  
COMBINATION EDITION

ECKERT SEAMANS CHERIN & MELLOTT  
213 MARKET ST 8TH FL  
HARRISBURG PA 17101

REFERENCE: L0004367  
2115691 PUC NOTICE

STATE OF PENNSYLVANIA)  
COUNTY OF ERIE ) SS:

Lisa L. Frampton, being duly sworn, deposes and says that: (1) she is a designated agent of the Times Publishing Company (TPC) to execute Proofs of Publication on behalf of the TPC; (2) the TPC, whose principal place of business is at 205 W. 12th Street, Erie, Pennsylvania, owns and publishes the Erie Times-News, established October 2, 2000, a daily newspaper of general circulation, and published at Erie, Erie County Pennsylvania; (3) the subject notice or advertisement, a true and correct copy of which is attached, was published in the regular edition(s) of said newspaper on the date(s) referred to below. Affiant further deposes that he/she is duly authorized by the TPC, owner and publisher of the Erie Times-News, to verify the foregoing statement under oath, and affiant is not interested in the subject matter of the aforesaid notice or advertisement, and that all allegations in the foregoing statement as to time, place and character of publication are true.

PUBLISHED ON: 05/10

TOTAL COST: 294.00 AD SPACE: 7.000 INCH  
FILED ON: 05/10/13

**PENNSYLVANIA  
PUBLIC UTILITY COMMISSION  
NOTICE**

Application of Santanna Natural Gas Corporation (d/b/a "Santanna Energy Services") For Approval To Offer, Render, Furnish Or Supply Electricity Or Electric Generation Services As A Generator And Supplier Of Electric Power, A Marketer/ Broker Engaged In The Business Of Supplying Electricity, And An Aggregator Engaged In The Business Of Supplying Electricity, To The Public In The Commonwealth Of Pennsylvania.

Santanna Natural Gas Corporation d/b/a Santanna Energy Services will be filing an application with the Pennsylvania Public Utility Commission ("PUC") for a license to supply electricity or electric generation services as (1) a generator and supplier of electric power, (2) a broker/marketer engaged in the business of supplying electricity, and (3) an aggregator engaged in the business of supplying electricity. Santanna Natural Gas Corporation d/b/a Santanna Energy Services proposes to sell electricity and related services throughout all of Pennsylvania under the provisions of the new Electricity Generation Customer Choice and Competition Act.

The PUC may consider this application without a hearing. Protests directed to the technical or financial fitness of Santanna Natural Gas Corporation d/b/a Santanna Energy Services may be filed within 15 days of the date of this notice with the Secretary of the PUC, P.O. Box 3265, Harrisburg, PA 17105-3265. You should send copies of any protest to Santanna Natural Gas Corporation d/b/a Santanna Energy Services attorney at the address listed below.

**Daniel Clearfield, Esq.**  
Eckert Seamans Cherin & Mellott, LLC  
213 Market Street, 8th Floor  
Harrisburg PA 17101  
(717) 237-7173(v)  
(717) 237-6019(f)  
Counsel for:  
Santanna Natural Gas Corporation  
d/b/a Santanna Energy

2115691

Sworn to and subscribed before me this

10 day of May 2013 Affiant: Lisa L. Frampton  
NOTARY: Laurene A. Daugherty

COMMONWEALTH OF PENNSYLVANIA  
Notarial Seal  
Laurene A. Daugherty, Notary Public  
City of Erie, Erie County  
My Commission Expires Nov. 5, 2013  
Member, Pennsylvania Association of Notaries

The Patriot-News Co.  
2020 Technology Pkwy  
Suite 300  
Mechanicsburg, PA 17050  
Inquiries - 717-255-8213

The Patriot-News  
Now you know

ECKERT SEAMANS CHERIN & MELLOTT, LLC  
213 MARKET STREET, 8TH FLOOR

HARRISBURG PA 17101

THE PATRIOT NEWS  
THE SUNDAY PATRIOT NEWS

Proof of Publication

Under Act No. 587, Approved May 16, 1929  
Commonwealth of Pennsylvania, County of Dauphin} ss

Marianne Miller, being duly sworn according to law, deposes and says:

That she is a Staff Accountant of The Patriot News Co., a corporation organized and existing under the laws of the Commonwealth of Pennsylvania, with its principal office and place of business at 2020 Technology Pkwy, Suite 300, in the Township of Hampden, County of Cumberland, State of Pennsylvania, owner and publisher of The Patriot-News and The Sunday Patriot-News newspapers of general circulation, printed and published at 1900 Patriot Drive, in the City, County and State aforesaid; that The Patriot-News and The Sunday Patriot-News were established March 4th, 1854, and September 18th, 1949, respectively, and all have been continuously published ever since;

That the printed notice or publication which is securely attached hereto is exactly as printed and published in their regular ~~daily~~ daily and/or Sunday/Community Weekly editions which appeared on the date(s) indicated below. That neither she nor said subject matter of said printed notice or advertising, and that all of the allegations of this statement as to the date of publication are true; and to the best of her personal knowledge of the facts aforesaid and is duly authorized and empowered to verify this statement on behalf of The Patriot News Co. aforesaid by virtue and pursuant to a resolution unanimously passed and adopted severally by the directors of the said Company and subsequently duly recorded in the office for the Recording of Deeds in Dauphin in Miscellaneous Book "M", Volume 14, Page 317.

**PENNSYLVANIA PUBLIC UTILITY COMMISSION NOTICE**  
Application of Santanna Natural Gas Corporation (d/b/a "Santanna Energy Services") For Approval To Offer, Render, Furnish Or Supply Electricity Or Electric Generation Services As A Generator And Supplier Of Electric Power, A Marketer/Broker Engaged In The Business Of Supplying Electricity, And An Aggregator Engaged In The Business Of Supplying Electricity, To The Public In The Commonwealth Of Pennsylvania.  
Santanna Natural Gas Corporation d/b/a Santanna Energy Services will be filing an application with the Pennsylvania Public Utility Commission ("PUC") for a license to supply electricity or electric generation services as (1) a generator and supplier of electric power, (2) a broker/marketer engaged in the business of supplying electricity, and (3) an aggregator engaged in the business of supplying electricity. Santanna Natural Gas Corporation d/b/a Santanna Energy Services proposes to sell electricity and related services throughout all of Pennsylvania under the provisions of the new Electricity Generation Customer Choice and Competition Act.  
The PUC may consider this application without a hearing. Protests directed to the technical or financial fitness of Santanna Natural Gas Corporation d/b/a Santanna Energy Services may be filed within 15 days of the date of this notice with the Secretary of the PUC, P.O. Box 3265, Harrisburg, PA 17105-3265. You should send copies of any protest to Santanna Natural Gas Corporation d/b/a Santanna Energy Services attorney at the address listed below.  
Daniel Clearfield, Esq.  
Eckert Seamans Cherin & Mellott, LLC  
213 Market Street, 8th Floor  
Harrisburg PA 17101  
(717) 237-7173(v)  
(717) 237-6019(f)  
Counsel for:  
Santanna Natural Gas Corporation  
d/b/a Santanna Energy

This ad # 0002259139 ran on the dates shown below:

May 09, 2013

Sworn to and subscribed before me this 09 day of May, 2013 A.D.

Notary Public

COMMONWEALTH OF PENNSYLVANIA

Notarial Seal

Holly Lynn Warfel, Notary Public  
Washington Twp., Dauphin County  
My Commission Expires Dec. 12, 2016

MEMBER, PENNSYLVANIA ASSOCIATION OF NOTARIES

received  
5/20/13

COMMONWEALTH OF PENNSYLVANIA }  
County of Cambria } SS

PENNSYLVANIA PUBLIC UTILITY COMMISSION  
NOTICE

Application of Santanna Natural Gas Corporation (d/b/a "Santanna Energy Services") For Approval To Offer, Render, Furnish Or Supply Electricity Or Electric Generation Services As A Generator And Supplier Of Electric Power, A Marketer/Broker Engaged In The Business Of Supplying Electricity, And An Aggregator Engaged In The Business Of Supplying Electricity, To The Public In The Commonwealth Of Pennsylvania.

Santanna Natural Gas Corporation d/b/a Santanna Energy Services will be filing an application with the Pennsylvania Public Utility Commission ("PUC") for a license to supply electricity or electric generation services as (1) a generator and supplier of electric power, (2) a broker/marketer engaged in the business of supplying electricity, and (3) an aggregator engaged in the business of supplying electricity. Santanna Natural Gas Corporation d/b/a Santanna Energy Services proposes to sell electricity and related services throughout all of Pennsylvania under the provisions of the new Electricity Generation Customer Choice and Competition Act.

The PUC may consider this application without a hearing. Protests directed to the technical or financial fitness of Santanna Natural Gas Corporation d/b/a Santanna Energy Services may be filed within 15 days of the date of this notice with the Secretary of the PUC, P.O. Box 3265, Harrisburg, PA 17105-3265. You should send copies of any protest to Santanna Natural Gas Corporation d/b/a Santanna Energy Services attorney at the address listed below.

Daniel Clearfield, Esq.  
Eckert Seamans Cherin & Mellott, LLC  
213 Market Street, 8th Floor  
Harrisburg PA 17101  
(717) 237-7173(v)  
(717) 237-6019(f)

published  
that the a  
of The Jo  
the subjec  
said publi

On this 15th day of May A.D. 2013, before me, the subscriber, a Notary Public in and for said County and State, personally appeared Christine Marhefka, who being duly sworn according to law, deposes and says as Classified Advertising Manager of the Tribune-Democrat, Johnstown, PA, a newspaper of general circulation as defined by the "Newspaper Advertising Act", a merger September 8, 1952, of the Johnstown Tribune, established December 7, 1853; and of the Johnstown Democrat, established March 5, 1863,

of Cambria, and Commonwealth of Pennsylvania and matter published in said publication in the regular issues on May 9, 2013; and that the Affiant is not interested in t all of the allegations as to time, place and character of

*Christine Marhefka*

STATEMENT OF ADVERTISING COSTS

Sworn and Subscribed before me this  
15th day of May, 2013.

*Julian Ohs*

0.00 Lines @ \$2.50 per line	0.00
7.8 Inches @ \$25.00 per inch	195.00
Notary Fee	5.00
Clerical Fee	2.50
<b>Total Cost</b>	<b>202.50</b>

COMMONWEALTH OF PENNSYLVANIA

Notarial Seal  
Vivian Ohs, Notary Public  
City of Johnstown, Cambria County  
My Commission Expires Dec. 6, 2016  
MEMBER, PENNSYLVANIA ASSOCIATION OF NOTARIES

To The Tribune-Democrat, Johnstown, PA  
For publishing the notice or publication  
attached hereto on the above stated dates.

PUBLISHER'S RECEIPT FOR ADVERTISING COSTS

\_\_\_\_\_ for publisher of \_\_\_\_\_  
a newspaper of general circulation, hereby acknowledges receipt of the aforesaid  
and publication costs and certifies that the same has been duly paid.

\_\_\_\_\_  
(Name of Newspaper)

By \_\_\_\_\_

Proof of Publication in The Philadelphia Daily News  
Under Act. No 587, Approved May 16, 1929

STATE OF PENNSYLVANIA  
COUNTY OF PHILADELPHIA

Florence Devlin being duly sworn, deposes and says that **The Philadelphia Daily News** is a newspaper published daily, except Sunday, at Philadelphia, Pennsylvania, and was established in said city in 1925, since which date said newspaper has been regularly issued in said County, and that a copy of the printed notice of publication is attached hereto exactly as the same was printed and published in the regular editions and issues of the said newspaper on the following dates:

May 10, 2013

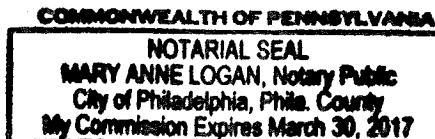
Affiant further deposes and says that she is an employee of the publisher of said newspaper and has been authorized to verify the foregoing statement and that she is not interested in the subject matter of the aforesaid notice of publication, and that all allegations in the foregoing statement as to time, place and character of publication are true.



Sworn to and subscribed before me this 10<sup>th</sup> day of  
May, 2013.

  
Notary Public

My Commission Expires:



Copy of Notice of Publication

**PENNSYLVANIA  
PUBLIC UTILITY COMMISSION  
NOTICE**

Application of **Santanna Natural Gas Corporation** (d/b/a "**Santanna Energy Services**") For Approval To Offer, Render, Furnish Or Supply Electricity Or Electric Generation Services As A Generator And Supplier Of Electric Power, A Marketer/Broker Engaged In The Business Of Supplying Electricity, And An Aggregator Engaged In The Business Of Supplying Electricity, To The Public In The Commonwealth Of Pennsylvania.

**Santanna Natural Gas Corporation** d/b/a **Santanna Energy Services** will be filing an application with the Pennsylvania Public Utility Commission ("PUC") for a license to supply electricity or electric generation services as (1) a generator and supplier of electric power, (2) a broker/marketer engaged in the business of supplying electricity, and (3) an aggregator engaged in the business of supplying electricity. **Santanna Natural Gas Corporation** d/b/a **Santanna Energy Services** proposes to sell electricity and related services throughout all of Pennsylvania under the provisions of the new Electricity Generation Customer Choice and Competition Act.

The PUC may consider this application without a hearing. Protests directed to the technical or financial fitness of **Santanna Natural Gas Corporation** d/b/a **Santanna Energy Services** may be filed within 15 days of the date of this notice with the Secretary of the PUC, P.O. Box 3265, Harrisburg, PA 17105-3265.

You should send copies of any protest to **Santanna Natural Gas Corporation** d/b/a **Santanna Energy Services** attorney at the address listed below.

Daniel Clearfield, Esq.  
Eckert Seamans Cherin & Mellott, LLC  
213 Market Street, 8th Floor  
Harrisburg PA 17101  
(717) 237-7173(v)  
(717) 237-6019(f)

Counsel for:  
**Santanna Natural Gas Corporation**  
d/b/a **Santanna Energy**

### Proof of Publication of Notice in Pittsburgh Post-Gazette

Under Act No 587, Approved May 16, 1929, PL 1784, as last amended by Act No 409 of September 29, 1951

Commonwealth of Pennsylvania, County of Allegheny, ss C. Mohamed, being duly sworn, deposes and says that the Pittsburgh Post-Gazette, a newspaper of general circulation published in the City of Pittsburgh, County and Commonwealth aforesaid, was established in 1993 by the merging of the Pittsburgh Post-Gazette and Sun-Telegraph and The Pittsburgh Press and the Pittsburgh Post-Gazette and Sun-Telegraph was established in 1960 and the Pittsburgh Post-Gazette was established in 1927 by the merging of the Pittsburgh Gazette established in 1786 and the Pittsburgh Post, established in 1842, since which date the said Pittsburgh Post-Gazette has been regularly issued in said County and that a copy of said printed notice or publication is attached hereto exactly as the same was printed and published in the \_\_\_\_\_ regular \_\_\_\_\_ editions and issues of the said Pittsburgh Post-Gazette a newspaper of general circulation on the following dates, viz:

**08 of May, 2013**

Affiant further deposes that he/she is an agent for the PG Publishing Company, a corporation and publisher of the Pittsburgh Post-Gazette, that, as such agent, affiant is duly authorized to verify the foregoing statement under oath, that affiant is not interested in the subject matter of the afore said notice or publication, and that all allegations in the foregoing statement as to time, place and character of publication are true.

*C Mohamed*

PG Publishing Company

Sworn to and subscribed before me this day of:  
May 08, 2013

*Linda M. Gaertner*

COMMONWEALTH OF PENNSYLVANIA

Notarial Seal

Linda M. Gaertner, Notary Public  
City of Pittsburgh, Allegheny County  
My Commission Expires Jan. 31, 2015

MEMBER, PENNSYLVANIA ASSOCIATION OF NOTARIES

**STATEMENT OF ADVERTISING COSTS**  
ECKERT SEAMANS CHERIN & MELLOTT  
213 Market St., 8th Floor  
Attn: Irene M. Knapik  
Harrisburg PA 17101

To PG Publishing Company

Total ----- \$660.00

### Publisher's Receipt for Advertising Costs

PG PUBLISHING COMPANY, publisher of the Pittsburgh Post-Gazette, a newspaper of general circulation, hereby acknowledges receipt of the aforesaid advertising and publication costs and certifies that the same have been fully paid.

Office  
34 Boulevard of the Allies  
PITTSBURGH, PA 15222  
Phone 412-263-1338

PG Publishing Company, a Corporation, Publisher of  
Pittsburgh Post-Gazette, a Newspaper of General Circulation  
By \_\_\_\_\_

I hereby certify that the foregoing is the original Proof of Publication and receipt for the Advertising costs in the subject matter of said notice.

### COPY OF NOTICE OR PUBLICATION

PENNSYLVANIA  
PUBLIC UTILITY  
COMMISSION  
NOTICE

Application of Santanna Natural Gas Corporation d/b/a "Santanna Energy Services") For Approval To Offer, Render, Furnish Or Supply Electricity Or Electric Generator Services As A Generator And Supplier Of Electric Power, A Marketer/Broker Engaged In The Business Of Supplying Electricity, And An Aggregator Engaged In The Business Of Supplying Electricity, To The Public In The Commonwealth Of Pennsylvania.

Santanna Natural Gas Corporation d/b/a Santanna Energy Services will be filing an application with the Pennsylvania Public Utility Commission ("PUC") for a license to supply electricity or electric generation services as (1) a generator and supplier of electric power, (2) a broker/marketer engaged in the business of supplying electricity, and (3) an aggregator engaged in the business of supplying electricity. Santanna Natural Gas Corporation d/b/a Santanna Energy Services proposes to sell electricity and related services throughout all of Pennsylvania under the provisions of the new Electricity Generation Customer Choice and Competition Act.

The PUC may consider this application without a hearing. Protests directed to the technical or financial fitness of Santanna Natural Gas Corporation d/b/a Santanna Energy Services may be filed within 15 days of the date of this notice with the Secretary of the PUC, P.O. Box 3265, Harrisburg, PA 17105-3265. You should send copies of any protest to Santanna Natural Gas Corporation d/b/a Santanna Energy Services at the address listed below.

Daniel Clearfield, Esq.  
Eckert Seamans  
Cherin & Mellott, LLC  
213 Market Street,  
8th Floor  
Harrisburg PA 17101  
(717) 237-7173 (w)  
(717) 237-6019 (f)  
Counsel for:  
Santanna Natural Gas  
Corporation  
d/b/a Santanna Energy

The Scranton Times (Under act P.L. 877 No 160. July 9,1976)  
Commonwealth of Pennsylvania, County of Lackawanna

ECKERT SEAMANS CHERIN & MELLOTT  
213 MARKET STREET, 8TH FLOOR  
HARRISBURG PA 17101

Account # 72739  
Order # 81217976  
Ad Price: 283.55

LEGAL NOTICE PENNSYLVANIA

Gina Krushinski

Being duly sworn according to law deposes and says that she is Billing clerk for The Scranton Times, owner and publisher of The Scranton Times, a newspaper of general circulation, established in 1870, published in the city of Scranton, county and state aforesaid, and that the printed notice or publication hereto attached is exactly as printed in the regular editions of the said newspaper on the following dates:

05/07/2013

Affiant further deposes and says that neither the affiant nor The Scranton Times is interested in the subject matter of the aforesaid notice or advertisement and that all allegations in the foregoing statement as time, place and character or publication are true Gina Krushinski

Sworn and subscribed to before me  
this 7th day of May A.D., 2013

Sharon Venturi  
(Notary Public)

COMMONWEALTH OF PENNSYLVANIA  
Notarial Seal  
Sharon Venturi, Notary Public  
City of Scranton, Lackawanna County  
My Commission Expires Feb. 12, 2014  
Member, Pennsylvania Association of Notaries

LEGAL NOTICE

PENNSYLVANIA PUBLIC UTILITY COMMISSION NOTICE

Application of Santanna Natural Gas Corporation (d/b/a Santanna Energy Services) For Approval To Offer, Render, Furnish Or Supply Electricity Or Electric Generation Services As A Generator And Supplier Of Electric Power, A Marketer/Broker Engaged In The Business Of Supplying Electricity, And An Aggregator Engaged In The Business Of Supplying Electricity, To The Public In The Commonwealth Of Pennsylvania.

Santanna Natural Gas Corporation d/b/a Santanna Energy Services will be filing an application with the Pennsylvania Public Utility Commission (PUC) for a license to supply electricity or electric generation services as (1) a generator and supplier of electric power, (2) a broker/marketer engaged in the business of supplying electricity, and (3) an aggregator engaged in the business of supplying electricity. Santanna Natural Gas Corporation d/b/a Santanna Energy Services proposes to sell electricity and related services throughout all of Pennsylvania under the provisions of the new Electricity Generation Customer Choice and Competition Act.

The PUC may consider this application without a hearing. Protests directed to the technical or financial fitness of Santanna Natural Gas Corporation d/b/a Santanna Energy Services may be filed within 15 days of the date of this notice with the Secretary of the PUC, P.O. Box 3265, Harrisburg, PA 17105-3265. You should send copies of any protest to Santanna Natural Gas Corporation d/b/a Santanna Energy Services attorney at the address listed below.

Daniel Clearfield, Esq.  
Eckert Seamans Cherin & Mellott, LLC  
213 Market Street, 8th Floor  
Harrisburg PA 17101  
(717) 237-7173(v)  
(717) 237-6019(f)

Counsel for:  
Santanna Natural Gas Corporation



PROOF OF NOTICE IN THE WILLIAMSPORT SUN-GAZETTE COMPANY PUBLICATION ACT NO. 587, APPROVED MAY 16, 1929

STATE OF PENNSYLVANIA COUNTY OF LYCOMING

Bernard A. Oravec

to the Williamsport Sun and Williamsport, Pennsylvania, Bulletin was established in 1870 and published in the County of Lycoming in the regular edition

Affiant further deposes that I to verify the foregoing statement of publication, and that all the

LEGAL NOTICES Generator And Supplier Of Electric Power, A Marketer/ Broker Engaged In The Business Of Supplying Electricity, And An Aggregator Engaged In The Business Of Supplying Electricity, To The Public In The Commonwealth Of Pennsylvania.

Santanna Natural Gas Corporation d/b/a Santanna Energy Services will be filing an application with the Pennsylvania Public Utility Commission ("PUC") for a license to supply electricity or electric generation services as (1) a generator and supplier of electric power, (2) a broker/marketer engaged in the business of supplying electricity, and (3) an aggregator engaged in the business of supplying electricity. Santanna Natural Gas Corporation d/b/a Santanna Energy Services proposes to sell electricity and related services throughout all of Pennsylvania under the provisions of the new Electric Energy Generation Customer Choice and Competition Act.

The PUC may consider this application without a hearing. Protests directed to the technical or financial fitness of Santanna Natural Gas Corporation d/b/a Santanna Energy Services may be filed within 15 days of the date of this notice with the Secretary of the PUC, P.O. Box 3265, Harrisburg, PA 17105-3265. You should send copies of any protest to Santanna Natural Gas Corporation d/b/a Santanna Energy Services attorney at the address listed below.

Daniel Clearfield, Esq. Eckert Seamans Cherin & Mellott, LLC 213 Market Street, 8th Floor Harrisburg PA 17101 (717) 237-7173(v) (717) 237-6019(f)

Counsel for: Santanna Natural Gas Corporation d/b/a Santanna Energy

PENNSYLVANIA PUBLIC UTILITY COMMISSION NOTICE

Application of Santanna Natural Gas Corporation (d/b/a "Santanna Energy Services") For Approval To Offer, Render, Furnish Or Supply Electricity Or Electric Generation Services As A Gen-

SS:

I, Bernard A. Oravec, of the Sun-Gazette Company, publishers of the Williamsport, Sun-Gazette, successor to the Williamsport Sun and Williamsport, Pennsylvania, Bulletin, both daily newspapers of general circulation, published at 252 West Fourth Street, Williamsport, Pennsylvania, does and says that the Williamsport Sun was established in 1870 and the Gazette & Bulletin said successor, the Williamsport Sun-Gazette, has been regularly issued and published in the County of Lycoming. A copy of the printed notice is attached hereto exactly as the same was printed and published in the regular edition of the Williamsport Sun-Gazette on the following dates, viz:

May 8, 2013

I, Bernard A. Oravec, authorized by the Sun-Gazette Company, publisher of the Williamsport Sun-Gazette, do hereby declare that affiant is not interested in the subject matter of the aforesaid notice and that the foregoing statement as to time, place and character of publication are true.

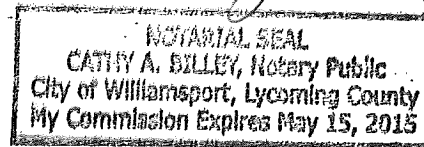
Bernard A. Oravec

SUN-GAZETTE COMPANY

Sworn to and subscribed before me

the 9th day of May 2013

Cathy A. Billey Notary Public



STATEMENT OF ADVERTISING COSTS

To the Sun-Gazette Company, Dr.:

For publishing the notice attached

hereto on the above state dates.....\$ 313.04

Probated same.....\$

Total.....\$ 313.04

PUBLISHER'S RECEIPT FOR ADVERTISING COSTS

THE SUN-GAZETTE COMPANY hereby acknowledges receipt of the aforesaid advertising and publication costs and certifies that the same have been fully paid.

SUN-GAZETTE COMPANY

BY Bernard A. Oravec

Called 5/15/13. This amount is correct.

# APPLICATION AFFIDAVIT

State of Texas :  
 :  
 : ss.  
County of Williamson :

Gregory F. Rabaey, Affiant, being duly sworn according to law, deposes and says that:

He is the Vice President & Chief Operating Officer of Santanna Natural Gas Corporation d/b/a Santanna Energy Services;

That he is authorized to and does make this affidavit for said Applicant;

That the Applicant herein, Santanna Natural Gas Corporation d/b/a Santanna Energy Services has, has the burden of producing information and supporting documentation demonstrating its technical and financial fitness to be licensed as an electric generation supplier pursuant to 66 Pa. C.S. § 2809 (B).

That the Applicant herein, Santanna Natural Gas Corporation d/b/a Santanna Energy Services, has answered the questions on the application correctly, truthfully, and completely and provided supporting documentation as required.

That the Applicant herein, Santanna Natural Gas Corporation d/b/a Santanna Energy Services, acknowledges that it is under a duty to update information provided in answer to questions on this application and contained in supporting documents.


That the Applicant herein, Santanna Natural Gas Corporation d/b/a Santanna Energy Services, acknowledges that it is under a duty to supplement information provided in answer to questions on this application and contained in supporting documents as requested by the Commission.

That the facts above set forth are true and correct to the best of his/her knowledge, information, and belief, and that he/she expects said Applicant to be able to prove the same at hearing.

  
Signature of Affiant

Sworn and subscribed before me this 6<sup>th</sup> day of May, 2013.



  
Signature of official administering oath

My commission expires 12/18/2014.

# OPERATIONS AFFIDAVIT

State of Texas :  
 :  
 : ss.  
County of Williamson :

Gregory F. Rabaey, Affiant, being duly sworn according to law, deposes and says that:

He is the Vice President & Chief Operating Officer of Santanna Natural Gas Corporation d/b/a Santanna Energy Services;

That he is authorized to and does make this affidavit for said Applicant;

That Santanna Natural Gas Corporation d/b/a Santanna Energy Services, the Applicant herein, acknowledges that it may have obligations pursuant to this Application consistent with the Public Utility Code of the Commonwealth of Pennsylvania, Title 66 of the Pennsylvania Consolidated Statutes; or with other applicable statutes or regulations including Emergency Orders which may be issued verbally or in writing during any emergency situations that may unexpectedly develop from time to time in the course of doing business in Pennsylvania.

That Santanna Natural Gas Corporation d/b/a Santanna Energy Services, the Applicant herein, asserts that it possesses the requisite technical, managerial, and financial fitness to render electric service within the Commonwealth of Pennsylvania and that the Applicant will abide by all applicable federal and state laws and regulations and by the decisions of the Pennsylvania Public Utility Commission.


That Santanna Natural Gas Corporation d/b/a Santanna Energy Services, the Applicant herein, certifies to the Commission that it is subject to , will pay, and in the past has paid, the full amount of taxes imposed by Articles II and XI of the Act of March 4, 1971 (P.L. 6, No. 2 ), known as the Tax Reform Act of 1971 and any tax imposed by Chapter 28 of Title 66. The Applicant acknowledges that failure to pay such taxes or otherwise comply with the taxation requirements of Chapter 28, shall be cause for the Commission to revoke the license of the Applicant. The Applicant acknowledges that it shall report to the Commission its jurisdictional Gross Receipts and power sales for ultimate consumption, for the previous year or as otherwise required by the Commission. The Applicant also acknowledges that it is subject to 66 Pa. C.S. §506 (relating to the inspection of facilities and records).

As provided by 66 Pa. C.S. §2810 (C)(6)(iv), Applicant, by filing of this application waives confidentiality with respect to its state tax information in the possession of the Department of Revenue, regardless of the source of the information, and shall consent to the Department of Revenue providing that information to the Pennsylvania Public Utility Commission.

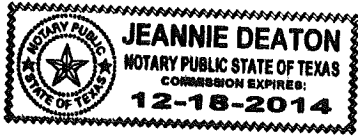
That Santanna Natural Gas Corporation d/b/a Santanna Energy Services, the Applicant herein, acknowledges that it has a statutory obligation to conform with 66 Pa. C.S. §506, §2807 (C), §2807(D)(2), §2809(B) and the standards and billing practices of 52 PA. Code Chapter 56.

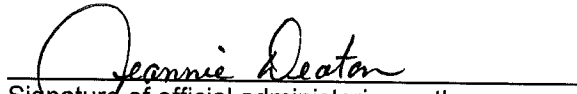
That the Applicant agrees to provide all consumer education materials and information in a timely manner as requested by the Bureau of Public Liaison or other Commission bureaus. Materials and information requested may be analyzed by the Commission to meet obligations under applicable sections of the law.

That the facts above set forth are true and correct/true and correct to the best of his/her knowledge, information, and belief.

  
Signature of Affiant

Sworn and subscribed before me this 6<sup>th</sup> day of May, 2013.



  
Signature of official administering oath

My commission expires 12/18/2014.

## CERTIFICATE OF SERVICE

On this the 7th day of June, 2013, I certify that a true and correct copy of the foregoing application form for licensing within the Commonwealth of Pennsylvania as an Electric Generation Supplier and all attachments have been served upon the following:

Office of Consumer Advocate  
5th Floor, Forum Place  
555 Walnut Street  
Harrisburg, PA 17120

Small Business Advocate  
Commerce Building, Suite 1102  
300 North Second Street  
Harrisburg, PA 17101

Legal Department  
West Penn Power d/b/a Allegheny Power  
800 Cabin Hill Drive  
Greensburg, PA 15601-1689

Regulatory Affairs  
Duquesne Light Company  
411 Seventh Street, MD 16-4  
Pittsburgh, PA 15219

Legal Department  
First Energy  
2800 Pottsville Pike  
Reading PA, 19612

UGI Utilities, Inc.  
Attn: Rates Dept. – Choice Coordinator  
2525 N. 12th Street, Suite 360  
Post Office Box 12677  
Reading, Pa 19612-2677

Director of Customer Energy Services  
Orange and Rockland Company  
390 West Route 59  
Spring Valley, NY 10977-5300

Office of the Attorney General  
Bureau of Consumer Protection  
Strawberry Square, 14th Floor  
Harrisburg, PA 17120

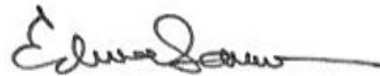
Commonwealth of Pennsylvania  
Department of Revenue  
Bureau of Compliance  
Harrisburg, PA 17128-0946

Manager Energy Acquisition  
PECO Energy Company  
2301 Market Street  
Philadelphia, PA 19101-8699

PPL Electric Utilities  
Legal Department  
Two North Ninth Street  
Allentown, PA 18108-1179

Citizens' Electric Company  
Attn: EGS Coordination  
1775 Industrial Boulevard  
Lewisburg, PA 17837

Wellsboro Electric Company  
Attn: EGS Coordination  
33 Austin Street  
P. O. Box 138  
Wellsboro, PA 16901



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Edward G. Lanza, Esq.  
Counsel for Applicant

## INDEX OF ATTACHMENTS

Application of Santanna Natural Gas Corporation, d/b/a Santanna Energy Services

<b>Attachment</b>	<b>Description</b>
A	Pennsylvania Department of State filings
B	Articles of Incorporation (TX)
C	Organizational Chart
D	Consolidated Financial Statements (2011-2012) – Confidential
E	Tax Certification Statement
F	Santanna Energy Services – Operations Expertise
G	Energy Management Agreement with EDF Trading – Confidential
H	PJM Membership Agreements
I	Officer Bios
J	Disclosure Statement – Welcome Letter and Terms & Conditions
K	PJM Declaration of Authority

# Attachment A

**PENNSYLVANIA DEPARTMENT OF STATE  
BUREAU OF CORPORATIONS AND CHARITABLE ORGANIZATIONS**

**Application for Certificate of Authority  
(15 Pa.C.S.)**

Entity Number

- Foreign Business Corporation (§ 4124)  
 Foreign Nonprofit Corporation (§ 6124)

Name Eckert Seamans Cherin & Mellott, LLC		
Address COUNTER/DO NOT MAIL		
City	State	Zip Code

Document will be returned to the name and address you enter to the left.



Fee: \$250

In compliance with the requirements of the applicable provisions of 15 Pa.C.S. (relating to corporations and unincorporated associations), the undersigned, hereby states that:

- The name of the corporation is:  
Santanna Natural Gas Corporation
- Complete only when the corporation must adopt a corporate designator for use in Pennsylvania.*  
The name which the corporation adopts for use in this Commonwealth is:  
\_\_\_\_\_
- If the name set forth in paragraph 1 or 2 is not available for use in this Commonwealth, complete the following:*  
The fictitious name which the corporation adopts for use in transacting business in this Commonwealth is:

Santanna Energy Services

The corporation shall do business in Pennsylvania only under such fictitious name pursuant to the attached resolution of the board of directors under the applicable provisions of 15 Pa.C.S. (relating to corporations and unincorporated associations) and the attached form DSCB:54-311 (Application for Registration of Fictitious Name).

- The name of the jurisdiction under the laws of which the corporation is incorporated is: Texas
- The address of its principal office under the laws of the jurisdiction in which it is incorporated is:  

<u>7701 San Felipe Blvd., Suite 200</u>	<u>Austin</u>	<u>TX</u>	<u>79729</u>
Number and street	City	State	Zip
- The (a) address of this corporation's proposed registered office in this Commonwealth or (b) name of its commercial registered office provider and the county of venue is:  

(a) Number and street	City	State	Zip	County
-----------------------	------	-------	-----	--------

(b) Name of Commercial Registered Office Provider

County

CT Corporation System

Dauphin



7 Check one of the following:

*Business Corporation:* The corporation is a corporation incorporated for a purpose or purposes involving pecuniary profit, incidental or otherwise.

*Nonprofit Corporation:* The corporation is a corporation incorporated for a purpose or purposes not involving pecuniary profit, incidental or otherwise.

8 Business corporations only. Check any applicable statements:

This corporation is organized on a nonstock basis.

This corporation is a statutory close corporation.

This corporation is a management corporation.

This corporation is a professional corporation.

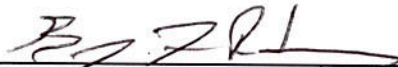
This corporation is an insurance corporation.

This corporation is a benefit corporation.

IN TESTIMONY WHEREOF, the undersigned corporation has caused this Application for Certificate of Authority to be signed by a duly authorized officer thereof this 1st day of April, 2013.

santanna NATURAL GAS CORPORATION

Name of Corporation

  
Gregory F. Rabaey Signature

Vice President & COO

Title

67

One (1) required

**BUREAU USE ONLY:**  
Dept. of State Entity # \_\_\_\_\_  
Dept. of Rev. Box # \_\_\_\_\_  
Filing Period \_\_\_\_\_ Date 3 4 5 \_\_\_\_\_  
SIC/NAICS \_\_\_\_\_ Report Code \_\_\_\_\_

**Check proper box:**

*Pennsylvania Entities*

business stock  
 business non-stock  
 professional  
 nonprofit stock  
 nonprofit non-stock  
 statutory close  
 management  
 cooperative  
 insurance  
 limited liability company  
 restricted professional  
 limited liability company  
 business trust

*Foreign Entities*

State/Country TX Date \_\_\_\_\_

business  
 nonprofit  
 limited liability company  
 restricted professional  
 limited liability company  
 business trust

*Other*

domestication  
 division  
 consolidation

1. Entity Name:  
Santanna Natural Gas Corporation

2. Individual name and mailing address responsible for initial tax reports:  
Gregory F. Rabaey, VP/COO 7701 San Felipe Blvd., Suite 200 Austin TX 78729  
Name Number and street City State Zip

3. Description of business activity:  
Alternative retail electric supplier

4. Specified effective date, if any:  
\_\_\_\_\_  
month/day/year hour, if any

5. EIN (Employer Identification Number), if any:  
74-2500445

6. Fiscal Year End:  
December 31st

7. Fictitious Name (only if foreign corporation is transacting business in PA under a fictitious name):  
Santanna Energy Services

*GR*

PENNSYLVANIA DEPARTMENT OF STATE  
CORPORATION BUREAU

Application for Registration of Fictitious Name  
54 Pa.C.S. § 311

Name		
<b>Eckert Seamans Cherin &amp; Mellott, LLC</b>		
Address		
<b>COUNTER/DO NOT MAIL</b>		
City	State	Zip Code

Document will be returned to the name and address you enter to the left.  
←

Fee: \$70

In compliance with the requirements of 54 Pa.C.S. § 311 (relating to registration), the undersigned entity(ies) desiring to register a fictitious name under 54 Pa.C.S. Ch. 3 (relating to fictitious names), hereby state(s) that:

1. The fictitious name is: Santanna Energy Services
--

2. A brief statement of the character or nature of the business or other activity to be carried on under or through the fictitious name is: Alternative retail electric supplier
---

3. The address, including number and street, if any, of the principal place of business (P.O. Box alone is not acceptable):				
7701 San Felipe Blvd., Suite 200	Austin	TX	78729	Travis
Number and street	City	State	Zip	County

4. The name and address, including number and street, if any, of each individual interested in the business is:			
Name	Number and Street	City	State

5. Each entity, other than an individual, interested in such business is (are):

Santanna Natural Gas Corporation	corporation	Texas
_____ Name	_____ Form of Organization	_____ Organizing Jurisdiction

7701 San Felipe Blvd., Suite 200, Austin, TX 78729  
 \_\_\_\_\_  
 Principal Office Address

c/o CT Corporation System  
 \_\_\_\_\_  
 PA Registered Office, if any

_____ Name	_____ Form of Organization	_____ Organizing Jurisdiction
---------------	-------------------------------	----------------------------------

\_\_\_\_\_  
Principal Office Address

\_\_\_\_\_  
PA Registered Office, if any

6. The applicant is familiar with the provisions of 54 Pa.C.S. § 332 (relating to effect of registration) and understands that filing under the Fictitious Names Act does not create any exclusive or other right in the fictitious name.

7. Optional): The name(s) of the agent(s), if any, any one of whom is authorized to execute amendments to, withdrawals from or cancellation of this registration in behalf of all then existing parties to the registration, is (are):

IN TESTIMONY WHEREOF, the undersigned have caused this Application for Registration of Fictitious Name to be executed this

1st day of April, 2013.

\_\_\_\_\_  
Individual Signature

\_\_\_\_\_  
Individual Signature

\_\_\_\_\_  
Individual Signature

\_\_\_\_\_  
Individual Signature

\_\_\_\_\_  
Entity Name

SANTANNA NATURAL GAS CORPORATION  
 \_\_\_\_\_  
 Entity Name

\_\_\_\_\_  
Signature

By:   
 Gregory F. Rabaey Signature

\_\_\_\_\_  
Title

Vice President & COO  
 \_\_\_\_\_  
 Title

# Attachment B



**RECEIVED**  
OCT 04 1993  
Michigan Dept. of Commerce  
Corporation & Securities Bureau

**The State of Texas**  
**Secretary of State**

**FILED**

OCT 25 1993  
Administrator  
MICHIGAN DEPARTMENT OF COMMERCE  
Corporation & Securities Bureau

IT IS HEREBY CERTIFIED, THAT

SANTANNA NATURAL GAS CORPORATION

FILED ARTICLES OF INCORPORATION IN THIS OFFICE AND WAS ISSUED  
A CERTIFICATE OF INCORPORATION ON

MAY 12, 1988;

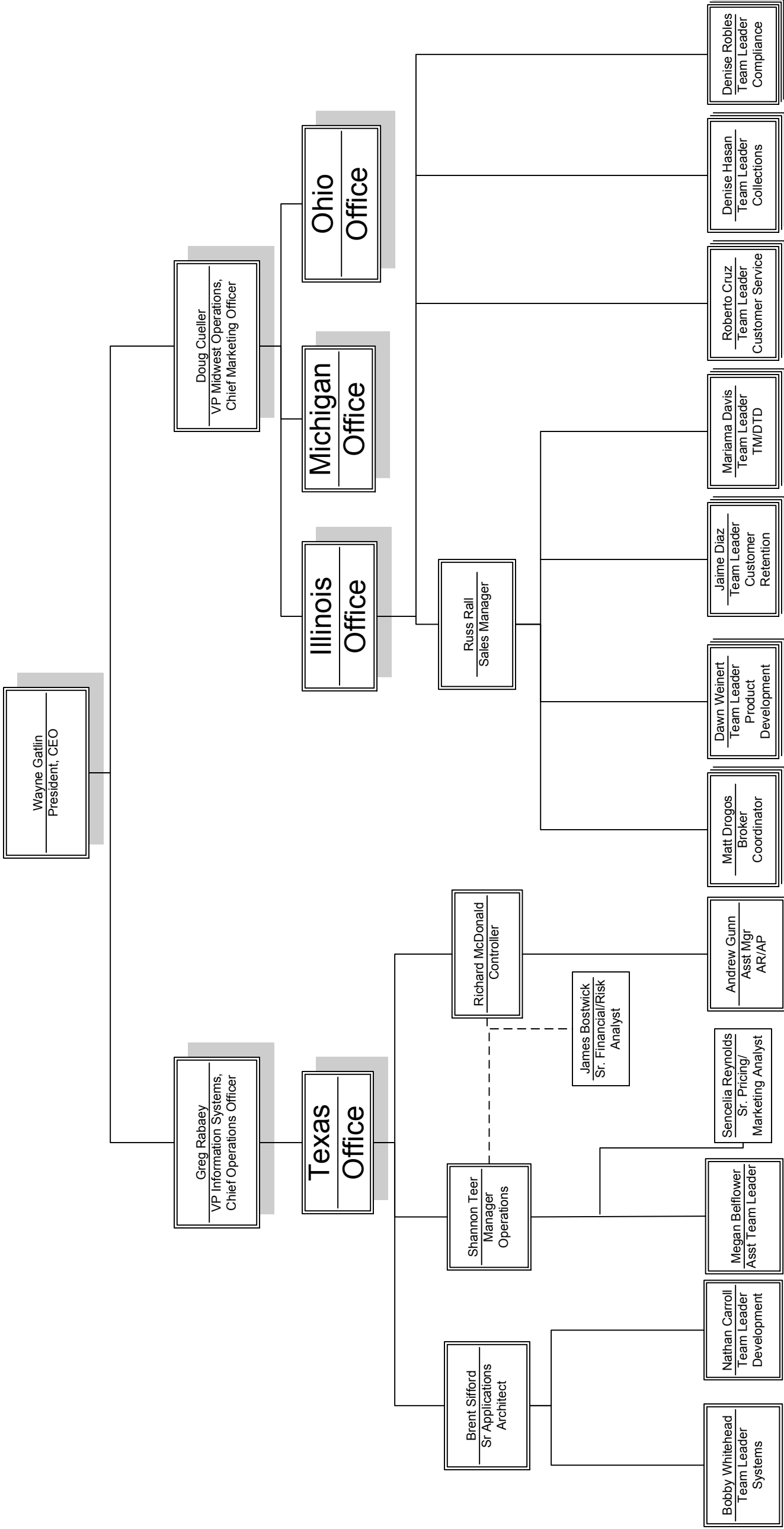
THAT SO FAR AS IS SHOWN BY THE RECORDS OF THIS  
DEPARTMENT, NO CERTIFICATE OF DISSOLUTION HAS BEEN FILED FOR SAID  
CORPORATION, AND IT IS STILL IN EXISTENCE.

IN TESTIMONY WHEREOF, I HAVE HEREUNTO  
SIGNED MY NAME AND CAUSED TO BE  
IMPRESSED HEREON THE SEAL OF STATE ON  
SEP. 24, 1993



*John Hannah Jr*  
Secretary of State

# Attachment C



Wayne Gatlin  
President, CEO

Doug Cueller  
VP Midwest Operations,  
Chief Marketing Officer

Ohio  
Office

Michigan  
Office

Illinois  
Office

Russ Rall  
Sales Manager

Denise Robles  
Team Leader  
Compliance

Denise Hasan  
Team Leader  
Collections

Roberto Cruz  
Team Leader  
Customer Service

Mariama Davis  
Team Leader  
TMDDT

Jaime Diaz  
Team Leader  
Customer Retention

Dawn Weinert  
Team Leader  
Product Development

Matt Drogos  
Broker  
Coordinator

Andrew Gunn  
Asst Mgr  
AR/AP

Greg Rabaey  
VP Information Systems,  
Chief Operations Officer

Texas  
Office

Richard McDonald  
Controller

James Bostwick  
Sr. Financial/Risk  
Analyst

Shannon Teer  
Manager  
Operations

Sencelia Reynolds  
Sr. Pricing/  
Marketing Analyst

Megan Belflower  
Asst Team Leader

Brent Sifford  
Sr Applications  
Architect

Nathan Carroll  
Team Leader  
Development

Bobby Whitehead  
Team Leader  
Systems



Attachment D

**CONFIDENTIAL**

# Attachment E

## Appendix F

COMMONWEALTH OF  
PENNSYLVANIA  
PUBLIC UTILITY COMMISSION

## TAX CERTIFICATION STATEMENT

A completed Tax Certification Statement must accompany all applications for new licenses, renewals or transfers. Failure to provide the requested information and/or any outstanding state income, corporation, and sales (including failure to file or register) will cause your application to be rejected. If additional space is needed, please use white 8 1/2" x 11" paper. Type or print all information requested.

1. CORPORATE OR APPLICANT NAME Santanna Natural Gas Corporation	2. BUSINESS PHONE NO. ( 512 ) 346-2500 CONTACT PERSON(S) FOR TAX ACCOUNTS: Richard McDonald
--	--

3. TRADE/FICTITIOUS NAME (IF ANY) <p style="text-align: center;">Santanna Energy Services</p>
--

4. LICENSED ADDRESS	(STREET, RURAL ROUTE, P.O. BOX NO.)	(POST OFFICE)	STATE	(ZIP)
7701 San Felipe Blvd, Suite 200	Austin, TX	78729		

5. TYPE OF ENTITY	<input type="checkbox"/> SOLE PROPRIETOR	<input type="checkbox"/> PARTNERSHIP	<input checked="" type="checkbox"/> CORPORATION
	<input type="checkbox"/> LLC	<input type="checkbox"/> OTHER (Describe...)	

**6. LIST OWNER(S), GENERAL PARTNERS, OR CORPORATE OFFICERS(S)**

NAME (PRINT)	SOCIAL SECURITY NUMBER (OPTIONAL)
T.W. Gatlin	_____ - _____ - _____
Douglas Cueller	_____ - _____ - _____
Gregory Rabaey	_____ - _____ - _____
	_____ - _____ - _____
	_____ - _____ - _____

**7. LIST THE FOLLOWING STATE & FEDERAL TAX IDENTIFICATION NUMBERS (ALL ITEMS A,B, & C MUST BE COMPLETED)**  
**Applicant must provide explanation if submitting N/A for any items**

Item A - Designated by the Pennsylvania Department of Revenue.  
 Item B - Designated by the Internal Revenue Service.  
 Item C - Designated by the Pennsylvania Department of Revenue. The Corporate Box number may also be referred to as the Corporate Account number.

<b>A. SALES TAX LICENSE (8 DIGITS)</b> APPLICATION PENDING N/A [ 8   5 ] - [ 9   9   8   7   4 ] - [ 1 ] <input type="checkbox"/> <input type="checkbox"/>	<b>C. CORPORATE BOX NUMBER (7 DIGITS)</b> APPLICATION PENDING N/A [           ] - [           ] <input checked="" type="checkbox"/> <input type="checkbox"/>
<b>B. EMPLOYER ID (EIN) (9 DIGITS):</b> APPLICATION PENDING N/A [ 7   4 ] - [ 2   5   0   0   4   4   5 ] <input type="checkbox"/> <input type="checkbox"/>	

8. Do you have PA employees; resident or non-resident?	<input type="checkbox"/> YES	<input checked="" type="checkbox"/> NO
9. Do you own any assets or have an office in PA?	<input type="checkbox"/> YES	<input checked="" type="checkbox"/> NO

**NAME AND PHONE NUMBER OF PERSON(S) RESPONSIBLE FOR FILING TAX RETURNS**

Richard McDonald PA SALES AND USE TAX 512-346-2500	Jeannie Deaton EMPLOYER TAXES 512-346-2500	Richard McDonald CORPORATE TAXES 512-346-2500
--	--	---

PHONE	PHONE	PHONE
-------	-------	-------

Telephone inquiries about this form may be directed to the Pennsylvania Department of Revenue at the following numbers: (717) 772-2673, TDD# (717) 772-2252 (Hearing Impaired Only)

# Attachment F

## II - B - Operations Expertise

### **GREGORY (GREG) F. RABAEY**

#### **Vice President-Information Systems, COO**

Greg Rabaey holds a B.S. in Mathematics and Physics from Mankato State University, Mankato, MN and both a M.S. and Ph.D. in Physics from the University of Arizona.

After several years as a research scientist at the University of Arizona, Greg relocated to Central Texas to join a high-tech start-up company as a staff scientist. This company developed sophisticated nondestructive testing tools for the power generation, petrochemical and pulp/paper industries. After holding several positions with this company, including Manager of Physics and Software Systems, Greg joined Santanna Natural Gas Corporation in June of 1996.

Greg Rabaey has over 15 years experience of experience in the energy marketplace working with the rules, practices and tariffs of all major gas and electric utilities in Illinois and Michigan. In addition Greg Rabaey draws on his technical expertise in hardware and software system design, database management and data analysis. Data quality tools have been developed, single point data entry has been enforced, and electronic transmission and collection of data has been implemented. Greg Rabaey has developed or lead projects as diverse as Customer Service applications, Billing and Invoicing, Risk Management, and Contract Management.

Greg Rabaey oversees the daily operations of Santanna Energy Service's corporate office, staffed by 30 plus technically oriented professionals all engaged in work related to energy, i.e., gas and electricity.

### **DOUG CUELLER**

#### **Vice President Midwest Operations,-Chief Marketing Officer**

Doug Cueller holds a M.B.A. in finance and management from Lewis University and a B.S. in accounting from the University of Illinois.

Doug Cueller has over 25 years of experience in the natural gas and electric industry in Illinois, included product development, customer service and broker relationships. Doug Cueller began his career at Nicor Gas as a division accountant and financial analyst. Over the course of his 5 years at Nicor Gas, Doug Cueller responsibilities included transportation analyst, assisted in the creation of deregulation polices, worked with the various brokers and pipelines, and worked with transportation billing for customers.

At Santanna, Doug Cueller was a key leader in the development of Santanna's marketing programs and energy products. In addition, Doug Cueller oversees the daily operations of Santanna's Hinsdale office. This office is staffed by over 50 professionals and non-professionals who provide customer service, sales, product development, and collections services. This staff interfaces with the 10's of thousands of gas and electric customers that Santanna serves and or seeks to serve in Illinois. Doug Cueller has developed long

term relationships and has frequently interactions with the staff of the major electric and gas utilities, and the staff of the Illinois Commerce Commission and Michigan Public Service Commission

**SENCELIA REYNOLDS**  
**Senior Retail Power Pricing and Market Analyst**

Sencelia Reynolds holds a M.B.A. in finance and a B.S. in Information Technology from the Colorado Technical University.

Sencelia Reynolds is an experienced professional in retail energy. Sencelia began her retail career with Glacial as a contracts analyst and has worked her way up to a supervisory position managing pricing across retail electricity and naturals gas (with the majority of the portfolio focused on electricity). Sencelia has a strong grasp of the pricing area of the business across several market areas with PJM being the strongest. She understands the lifecycle of the transaction and how it needs to be handled all the way through billing.

**CHRIS ARMITAGE**  
**EDF Trading**

Chris started his career in energy trading and power asset optimization at Dynegy Inc. in 1999. He began trading in the ERCOT region on the 24 hr desk, managing a full requirements deal while optimizing approximately 500 megawatts of Dynegy owned generation. After 4 months, he was moved to the lead hourly position in the Midwest, with primary responsibility for optimizing Dynegy's entire portfolio of Midwest generation assets.

Within six months he was promoted to manager of the South East 24 hr desk. While in that position which spanned the remaining two years he was with Dynegy, he oversaw all southeast intraday trading and operational activity, which included determining trading strategies, finding market opportunities throughout the southeast, optimizing over 2500mws of gas fired generation within the region, maximizing transmission and managing a full requirements deal.

In 2003, Chris joined Eagle Energy Partners as one of three founding members of the power desk where he had the responsibility of developing and growing its reach within the Eastern Interconnect. While there Chris helped oversee load management, short-term and long-term trading, risk management, transmission and asset optimization for clients throughout North America,.

After the acquisition of Eagle Energy by EDF Trading in 2008, Chris has continued in his role as V.P of East Power, overseeing all risk, trading and operations of the East Desk.

**MATT MALEY****EDF Trading**

Matt started his career at Commonwealth Edison in 1991 where he was responsible for various activities from retail price negotiations to wholesale bulk power marketing. In 1997, Matt took a position with Dynegy in Boston where he was responsible for wholesale power origination in the quickly deregulating northeast markets. In 2001, he moved to Houston where he led the team responsible for Dynegy's 2,700 MW Northeast Generating portfolio and he had ultimate profit and loss responsibility. In 2006, Matt moved back to Chicago with Integrys Energy Services, where he was responsible for Midwest wholesale structured trading which included responsibility for the ComEd load auction.

Matt is currently Vice President of Midwest Origination for EDF Trading and is responsible for structured wholesale transactions. Matt has an undergraduate degree from the University of Iowa and a Masters of Business Administration from the University of Chicago Booth School of Business.

**TONY MOWBRAY****EDF Trading**

2000 to Present- Managed and marketed a wide spectrum of resources and obligations through EMA business including generation and load supply services. At the utility scale, Tony dispatched generation fleets in Illinois and Georgia and engaged bilateral markets to maximize economic benefits and system reliability. Merchant EMA responsibilities include dispatch of coal, combined cycle, combustion turbine, and wind resources into bilateral and RTO markets. Proficient with MISO and PJM portals, OATI E-tagging, and oasis transmission reservation systems across the eastern interconnect.

Attachment G

**CONFIDENTIAL**



# Attachment H



955 Jefferson Ave.  
Valley Forge Corporate Center  
Norristown, PA 19403-2497

March 30, 2011

Mr. Greg Rabaey  
Santanna Energy Services  
7701 San Felipe Blvd., Suite 200  
Austin, TX 78729

Dear Mr. Rabaey,

Welcome to PJM!

As promised, enclosed are the signed membership agreements for your records. To ensure your needs are met, PJM has assigned the Client Manager Kelly Ostertag, as your primary point of contact. She can be contacted at [osterk@pjm.com](mailto:osterk@pjm.com)/610.666.2254 respectively. You may also contact our Customer Service Center at 866-400-8980 should you have any questions as well.

Thank you,

A handwritten signature in cursive script that reads "Leslie Yeager".

Leslie Yeager

PJM Interconnection

**SCHEDULE 4**

**STANDARD FORM OF AGREEMENT TO BECOME A MEMBER OF THE LLC**

Any entity which wishes to become a Member of the LLC shall, pursuant to Section 11.6 of this Agreement, tender to the President an application, upon the acceptance of which it shall execute a supplement to this Agreement in the following form:

**Additional Member Agreement**

1. This Additional Member Agreement (the "Supplemental Agreement"), dated as of 3/30/2011, is entered into among Santanna Energy Services and the President of the LLC acting on behalf of its Members.
2. Santanna Energy Services has demonstrated that it meets all of the qualifications required of a Member to the Operating Agreement. If expansion of the PJM Region is required to integrate Santanna Energy Services's facilities, a copy of Attachment J from the PJM Tariff marked to show changes in the PJM Region boundaries is attached hereto. Santanna Energy Services agrees to pay for all required metering, telemetering and hardware and software appropriate for it to become a member.
3. Santanna Energy Services agrees to be bound by and accepts all the terms of the Operating Agreement as of the above date.
4. Santanna Energy Services hereby gives notice that the name and address of its initial representative to the Members Committee under the Operating Agreement shall be:  
  
Greg Rabaey, 7701 San Felipe Blvd, Ste 200, Austin, TX 78729
5. The President of the LLC is authorized under the Operating Agreement to execute this Supplemental Agreement on behalf of the Members.
6. The Operating Agreement is hereby amended to include Santanna Energy Services as a Member of the LLC thereto, effective as of March 30, 2011, the date the President of the LLC countersigned this Agreement.

IN WITNESS WHEREOF, Santanna Energy Services and the Members of the LLC have caused this Supplemental Agreement to be executed by their duly authorized representatives.

Members of the LLC

By: Terry Boston  
Name: Terry Boston  
Title: President & CEO

By: Gregory F. Rabaey  
Name: Gregory F. Rabaey  
Title: Vice Pres, COO

Issued By: Craig Glazer  
Vice President, Government Policy  
Issued On: April 30, 2004

Effective: May 1, 2004

Application for Membership  
Between  
PJM Interconnection, L.L.C.  
and

Santanna Energy Services  
(Company's Name)

This Application for Membership Agreement ("Agreement") is entered into between PJM Interconnection, L.L.C. ("PJM") and ("Applicant"). The purpose of this Agreement is to apply to become a member of the PJM and to participate under the PJM Amended and Restated Operating Agreement, Third Revised Rates Schedule FERC No. 24 ("Operating Agreement"). The Applicant has read and understands the terms and conditions of the Operating Agreement. The Applicant agrees to accept the concepts and obligations set forth in this Agreement and the Operating Agreement posted on the PJM website at: <http://www.pjm.com/documents/agreements/pjm-agreements.aspx>.

The Applicant also commits to supply data required for coordination of planning and operating, including data for capacity accounting, and agrees to pay all costs and expenses in accordance with the Operating Agreement and all other applicable costs under the PJM Open Access Transmission Tariff ("Tariff"). Such costs include but are not limited to: (i) payment obligations under Schedule 3 of the Operating Agreement; (ii) costs under Schedule 9 of the PJM Tariff; and (iii) potential default allocation payment obligations pursuant to Section 15.2 of the Operating Agreement (PJM may, under the Operating Agreement, declare members in default for not paying their invoices. If that occurs, PJM may pursue collection of the overdue invoices that exceed the collateral PJM holds from the defaulting member as well as take steps to terminate the defaulting members' membership. According to the Operating Agreement, all members are required to pay a portion of the payment default that exceeds the defaulting member's collateral held by PJM.)

The Applicant will pay the annual fee of \$5,000 for the remainder of the year of application upon notification of PJM application approval per Schedule 3.

The Applicant recognizes that it shall become a member of PJM effective as of the date that the Applicant receives the supplement to the Operating Agreement in the form prescribed in Schedule 4 of the Operating Agreement signed by the Applicant and countersigned by the President of PJM pursuant to section 11.6 of the Operating Agreement.

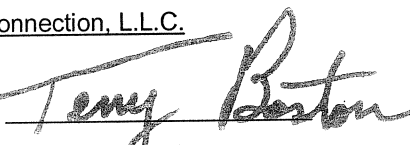
This Agreement will remain in effect until notice of termination is given in writing by the authorized representative of either the Applicant or PJM. Any financial obligations must be satisfied prior to termination of the Applicant's obligations and responsibilities under the PJM Agreement.

Applicant:

Signature: 

Name: Gregory F Rabany Title: Vice Pres, COO Date: 2/24/2011

PJM Interconnection, L.L.C.

Signature: 

Name: Terry Boston Title: President & CEO Date: 3/30/2011

# Attachment I

**Managerial Qualifications under Subpart D – Section 451.340**

**T.W. GATLIN**

**President, CEO, COB**

Bachelor of Science degree in Petroleum Engineering from Mississippi State University, 1972. Registered Professional Engineer. T.W. Gatlin has over 30 years' experience with enterprise financial, to include profit and loss responsibilities, in the natural gas industry and administrative responsibilities in the natural gas, and the wholesale and retail energy industries.

1992 – Present           SANTANNA NATURAL GAS CORPORATION, President, CEO, COB

Responsible for Corporate Leadership and Governance, and all aspects of enterprise managerial and financial decision making, including profit/loss.

1987 – 1992   SANTANNA NATURAL GAS CORPORATION, President Resources Development & Marketing, Inc.

President, COB Project development, natural gas marketing, economic analysis and drilling/production operations.

1985 – 1987   PIONEER WESTERN ENERGY CORPORATION - Clearwater, Florida  
Vice President

Responsible for the engineering, geological and acquisition department and production operations for properties in Texas, Oklahoma, Illinois and Ohio.

1978 – 1985   DAMSON OIL CORPORATION – Houston, Texas

Held the positions of Senior Production Engineer, Division Engineer, District Manager and Operations Manager responsible for three production districts. Areas of responsibility included sixteen states and 1275 producing wells.

1972 – 1978   SHELL OIL COMPANY – New Orleans, Louisiana

Held various engineering positions (production, petro physical and drilling) with responsibilities in both domestic and foreign operation.

**DOUGLAS G. CUELLER**  
**Vice President-Midwest Operations, CMO**  
**CAREER SUMMARY**

Doug holds a M.B.A. in finance and management from Lewis University (December 1989) and a B.S. in accounting from the University of Illinois (April 1985).

Doug has over 25 years of experience in the natural gas and electric industry in Illinois, Michigan, Indiana, and Ohio. Doug served with Nicor Gas in various positions from April 1985 through August 1990. He began his career at Nicor in the budgeting department in April of 1985. Starting in April 1987, Doug began an 18 month tour in the auditing department, after which he served as division accountant for a year beginning in November 1988. In November 1989, he began an assignment in the transportation department with Nicor where he honed skills in transportation gas at the wholesale and retail level with commercial and industrial customers and the natural gas supply community. In August of 1990, Doug accepted a position with Santanna Energy Services to head up Midwest operations.

Doug has been a leader in the development of Santanna's electric program offered to existing Santanna gas customers through a relationship with an ARES. Doug oversees the daily operations of Santanna's office located in Bolingbrook, Illinois. The Bolingbrook office is staffed by over 50 professionals and non-professionals who provide customer service, sales, product development, and collections services. The staff interfaces with the 10's of thousands of gas and electric customers served by or through Santanna in the Midwest. In his 25 years in the industry, Doug has fostered the development of long term relationships between Santanna and the Illinois electric and gas utilities, and the Illinois Commerce Commission, and frequent interactions with all these organizations.

Doug has over 15 years of experience with enterprise financial, to include profit and loss responsibilities, and 25 years with administrative responsibilities in the natural gas industry and natural gas sales. As the Vice President of Midwest Operations based in Santanna's Illinois regional office, Doug has fostered a significant increase in Santanna's customer base and been a key player in the increase in efficiencies in updating, computerization, billing, transportation, customer service, and account management in general necessary to effectively deal with today's customer count and prepare for the increased customer count of tomorrow.

**DOUGLAS G. CUELLER**  
**Vice President-Midwest Operations, CMO**  
**SUMMARY OF PROFESSIONAL EXPERIENCE:**

Enterprise Financial (Profit/Loss)	15+ Yrs	Enterprise Administration Day to Day Operations	20+ Yrs
Utility Rate and Tariff Analysis	10+ Yrs		

**DOUGLAS G. CUELLER**  
**Vice President-Midwest Operations, CMO**  
**PROFESSIONAL EXPERIENCE**

**SANTANNA ENERGY SERVICES**

Vice President Midwest Operations, Chief Marketing Officer      Aug 1990 -- Present

Responsibilities:

- Day to Day Administration of all Sales and Marketing Operations
- Customer Service Call Center
- Past Due Account Collections
- Enterprise financial oversight, include profit and loss responsibilities
- New Market Development and Analysis
- Utility Rate and Tariff Analysis

**Nicor Gas**

Various Positions –      Apr 1985 – Aug 1990

Budget Analyst, Division Accountant, and Transportation Analyst

Responsibilities:

- Budgetary Analysis
- Auditing
- Rate Analysis



**GREGORY (GREG) F. RABAEY**  
**Vice President-Information Systems, COO**  
**CAREER SUMMARY**

Greg holds a B.S. in Mathematics and Physics from Mankato State University, Mankato, MN and both a M.S. and Ph.D. in Physics from the University of Arizona.

After several years as a research scientist at the University of Arizona, Greg relocated to Central Texas to join a high-tech start-up company as a staff scientist. This company developed sophisticated non-destructive testing tools for the power generation, petrochemical and pulp/paper industries. After holding several positions with this company, including Manager of Physics and Software Systems, Greg joined Santanna in June of 1996.

As Vice President of Technology, Greg draws on his technical expertise in hardware and software system design, database management and data analysis. Data quality tools have been developed, single point data entry has been enforced, electronic transmission and collection of data has been implemented. Tools to log and respond to customer service calls have been created and sophisticated database structures have been constructed, all under his guidance. This work provides a foundation for Santanna to efficiently manage an end-user's natural gas account, and to provide premium customer service in a timely manner. Greg Rabaey has over 10 years experience of natural gas sales and working with the rules and practices established by the North American Energy Standards Board.

Greg Rabaey has more than 10 years of experience in the IL electric market place beginning in March of 2000. This experience includes electric tariff and rate analysis, developing broker sales channels, and selling electric products (such as Fixed price electric commodity, market priced electric commodity contracts) via a broker sales arrangement with the ARES Direct Energy Services, LLC. Greg Rabaey has more than 10 years of experience in the IL market in electric contract management, since March of 2000. This experience includes electric end user contracts (Contract term varied from month to month, annually and multi-year (2 & 3 year) agreements), and both fixed price and market price contracts. With contract terms varying from monthly, annually and multi-year agreements.

**GREGORY (GREG) F. RABAEY**  
**Vice President-Information Systems, COO**

**SUMMARY OF PROFESSIONAL EXPERIENCE:**

Enterprise Financial (Profit/Loss)	5+ Yrs	Wholesale Commodity Purchases Hedging, and Asset Management	5+ Yrs
Enterprise Administration Day to Day Operations	10+ Yrs	Risk Management Corporate Compliance	5+ Yrs
Utility Rate and Tariff Analysis	10+ Yrs		

**GREGORY (GREG) F. RABAEY**  
**Vice President-Information Systems, COO**

**PROFESSIONAL EXPERIENCE**

**SANTANNA ENERGY SERVICES**

Vice President, Chief Operations Officer

2007 - Present

Responsibilities:

- Day to Day Operations/Administration of the Austin Texas Office
- Financial Oversight, Including Profit and Loss Responsibilities
- Commodity Purchases and Hedging and Storage Asset Management
- Risk Management and Mitigation, Corporate Compliance
- Load Forecasting and Budgetary Analysis
- New Market Development and Analysis
- Utility Rate and Tariff Analysis
- Corporate Technology and Vision

**SANTANNA ENERGY SERVICES**

Vice President of Technology

2000 - 2006

Responsibilities:

- Corporate Technology, Software Systems Development
- Day to Day Operations/Administration of the Austin Texas Office
- Network Operations & Administration
- Commodity Purchases and Retail Customer Management
- Utility Rate and Tariff Analysis
- Load Forecasting

**SANTANNA ENERGY SERVICES**

Manager, Software Systems

June 1996 - 1999

Responsibilities:

- Corporate Technology, Software Systems Development
- Network Operations & Administration
- Load Forecasting

**RICHARD A. MCDONALD**  
**Controller, Secretary/Treasurer**

Richard holds a B.B.A. in Accounting from Mississippi State University.

As the Controller, he utilized his experience in finance and management to enhance computerized billing, modify and implement credit and collection policies, develop financial evaluation tools including budgeting, modeling and return analysis. In addition, he used his technical expertise to lead the implementation of a new accounting and gas management system. This system increased efficiencies of staff, broadened management reporting and enhanced the financial and inventory management of the company.

Richard McDonald has over 11 years of enterprise financial experience in the natural gas industry, including credit management, financial management and financial analysis. Richard is also experienced working with the rules and practices established by the North American Energy Standards Board.

**Richard A. McDonald**  
**Controller, Secretary/Treasurer**

**SUMMARY OF PROFESSIONAL EXPERIENCE:**

Enterprise Financial (Profit/Loss)	11+ Yrs	Budget Analysis	9+ Yrs
Enterprise Administration Day to Day Operations	11+ Yrs	Credit Management	9+ Yrs

**PROFESSIONAL EXPERIENCE**

**SANTANNA ENERGY SERVICES**

Controller, Secretary/Treasurer

2009 - Present

Responsibilities:

- Financial Oversight: Accounts Receivable, Accounts Payable, Collections
- Enterprise Financial Analysis (Profit/Loss)
- Corporate Planning
- Budget Analysis
- Credit Management
- Corporate and Management Reporting

**SANTANNA ENERGY SERVICES**

Accounting Manager, Secretary/Treasurer

2002 - 2009

Responsibilities:

- Financial Oversight: Accounts Receivable, Accounts Payable, Collections
- Enterprise Financial Analysis (Profit/Loss)
- Budget Preparation and Analysis

- Credit Management
- Financial Systems Oversight
- Corporate and Management Reporting

## SANTANNA ENERGY SERVICES

Staff Accountant, Secretary/Treasurer

2000 - 2002

### Responsibilities:

- Financial Oversight: Accounts Receivable, Accounts Payable, Collections
- Day to Day Accounting Operations/Administration
- Corporate Reporting

# Attachment J



www.SantannaEnergyServices.com  
425 Quadrangle Dr., Suite 200  
Bolingbrook, IL 60440  
Phone 800-764-4427  
Fax 630-789-6106



«Name»  
«Address1»  
«City», «State» «Zip»

**WELCOME ABOARD!**

**Look inside for important information  
Regarding your electric supplier.**

SES ID: «CustID»  
Account: «LDCAcct»  
Enrolled: «ContractDate»  
Mailed: «DateMailed»  
Contract Term: «ContractTerm» months



## WELCOME LETTER

Congratulations on your participation in the “Electric Customer Choice” program, and thank you for choosing Santanna Energy Services (SES) to be your Electricity provider! Our competitive pricing and reliability, in addition to our premium service, are the reasons that we are approaching our twenty-fifth anniversary in the energy business. SES is licensed by the Pennsylvania Public Utility Commission to offer and supply electric generation services in Pennsylvania. Our PUC license number is \_A-XXXX-XXXXXXX. SES is a proud member of the Better Business Bureau.

**Customer Service:** If you have any questions about the SES program or its pricing, please feel free to contact our **Customer Service center at 1-800-764-4427**. Representatives are available Monday through Friday from 7:00 a.m. through 8:00 p.m. EST, and Saturdays from 10:00 a.m. to 3:00p.m. If you would like more information about Electricity Choice Programs in Pennsylvania, you can visit the PUC website at [www.puc.state.pa.us](http://www.puc.state.pa.us).

**SES Program:** You have chosen our Fixed price program. Electricity is a commodity where pricing fluctuates from month to month. However, your electricity price will be fixed at X.XX cents per kWh for 12 months! After the initial term, your Agreement with Santanna will automatically continue on a month to month basis with Santanna’s Competitive Market Price Program. SES has access to a wide variety of supply purchase options, and many years of industry experience. This gives SES customers the possibility of a more competitive price.

**Changes to Your Account:** “EDC Name” will continue to be your utility and deliver electricity to you, but SES will now supply the required electricity for your account to EDC. You will continue to receive a single bill each month from EDC. The appropriate SES commodity charges will appear on your EDC bill. Please remit your payment to EDC, and EDC will in turn, pay SES. As with any change in business, there will be a transition period while we get acquainted. Your service with SES should start after acceptance into the Electricity Choice Program by EDC as determined by your next available meter read date.

**To Complete Your Enrollment, Take No Action.** SES wants you to fully understand our program, therefore please take a few minutes to review the terms and conditions contained below. Within a few days, you’ll receive a confirmation of service change notice from EDC confirming your enrollment. You may rescind or cancel this agreement with no cancellation fee for up to 3 business days after you receive this notice. To withdraw your enrollment, you may contact Santanna’s customer Service at 1-800-764-4427, or EDC at 1-800-XXX-XXXX.

**For electricity emergencies, outages, or distribution questions, call EDC at 1-800-XXX-XXXX, as always.**

Please file this correspondence in a safe place for future reference of the terms and conditions contained within this letter.

Thanks again for your business.

Sincerely,

Santanna Energy Services

**Santanna Customer Service: 1-800-764-4427**



## Pennsylvania Choice Electric Sales Agreement – Please keep for your records

**Definitions:** “Electric Generation Supplier” (“EGS”) means a person that sells electric energy to retail customers in Pennsylvania. “Generation Service” means the production of electricity. “Generation Charges” means those charges or costs associated with the production, procurement and supply of electricity. “Transmission Charge” means the charge for physical delivery of electricity to customers by EDC Name. This “Terms and Conditions” together with your enrollment information constitute your agreement for electric generation service provided by Santanna Natural Gas Corporation DBA Santanna Energy Services (“Santanna”).

**Service:** As an EGS provider, Santanna will supply electric generation services to you as required by your Electric Distribution Utility (EDC Name) based on your usage. EDC Name will still be responsible for transmitting, distributing, and delivering the electricity to you at Pennsylvania Public Utility Commission (“PUC”) approved tariff rates, and will continue to respond to all service calls and emergencies. Switching to an EGS will not impact your electric service reliability. Generation prices and charges are set by the electric generation supplier you have chosen. The Public Utility Commission regulates distribution prices and services. The Federal Energy Regulatory Commission regulates transmission prices and services. This Agreement shall be considered a Letter of Agency and constitutes the entire agreement between you and Santanna, and shall be binding upon and benefit the Parties hereto and their respective successors and assigns. Santanna reserves the right to assign this agreement upon written notification. By accepting this offer from Santanna you acknowledge agreement to the following terms and conditions.

**Eligibility:** This Agreement is contingent upon the provision of complete and accurate information to Santanna by you, acceptance by Santanna, and successful enrollment by EDC Name. By entering into this Agreement, you represent and agree that the account(s) served by Santanna under this Agreement is (are) residential account(s) in the EDC Name service territory, and that the account information below is complete and accurate. You confirm that you are the customer of record for this electric account, and that you are authorized to make the supplier change for the account information shown below. Santanna reserves the exclusive right, at any time, to not enroll or to terminate service to customer locations that do not meet the preceding criteria. Participation in the program is subject to the rules of EDC Name and customers are sometimes terminated from the program either in error or for being in arrears. In such instances, you may contact EDC Name to correct the problem and be reinstated in the program.

**Price & Service Term:** Service under this Agreement begins with your next Utility meter read after acceptance into the Electricity Customer Choice program. Santanna is not responsible for occasional delays in the enrollment process under this agreement. The price for your initial term of 12 months will be a fixed rate of **X.XX cents per kWh**. If you have a fixed term agreement with us and it is approaching the expiration date or whenever we propose to change our terms of service in any type of agreement, you will receive written notification from us in each of our last three bills for supply charges or in corresponding separate mailings that precede either the expiration date or the effective date of the proposed changes. We will explain your options to you in these three advance notifications. If you do nothing after the initial term, your Agreement with Santanna will automatically continue on a month to month basis on Santanna’s Competitive Market Price Program. You may contact Santanna at any time to sign up for a new fixed price program. The rate for both the initial and renewal term includes transmission charges, but does not include pass through charges for EDC Name service (generally, delivery charges and other utility service fees), or state and local taxes. You are responsible for the payment of these charges on your EDC Name utility bill. If pass-through charges from the Utility increase, if new charges are approved by a governmental agency, or if existing tariff charges are administered differently, causing charges from the Utility to increase, your price will increase accordingly.

**Renewal:** After your initial term, this agreement will automatically renew on Santanna’s Competitive Market Price Program for successive month to month terms. The renewal is automatic and does not require your affirmative consent although there may be a change to the price or terms and conditions in the agreement. You will receive advance notice of this renewal -pursuant to the PUC’s regulations prior to the end of the initial term. While taking service on a month-to-month basis (the “Renewal Period”), Santanna will charge you for all electricity billed by EDC Name at a variable price per kWh, based upon generally prevailing market and business conditions for electricity in the PJM market for the applicable period. You may obtain monthly variable prices by visiting Santanna’s website at [www.santannaenergyservices.com](http://www.santannaenergyservices.com).

**Billing:** For your convenience you will continue to receive only one bill from EDC Name including Santanna’s charges for Generation and Generation Related Services for the amount of electricity you used during the billing cycle. The amount of electricity usage will continue to be measured or estimated by EDC Name. You are required to pay your bill on time in accordance with EDC Name’s billing and payment terms. Failure to pay your electric bill charges on time could result in interest and late fees imposed by EDC Name, and disconnection of your electric service in accordance with tariff guidelines. If you have billing questions you may call Santanna’s toll free customer service number at 1-800-764-4427 or EDC Name Customer Service at 1-800-XXX-XXXX. Santanna retains the right to terminate this agreement with 14 days written notice for customer non-payment.

**Cancellation:** Santanna allows cancellation at any time without penalty or switching fees. Upon notice of cancellation in writing or by telephone (at 1-800-764-4427), Santanna will promptly submit your de-enrollment to EDC Name. You may also contact EDC Name in writing, by phone (at 1-800-XXX-XXXX) , or electronically to cancel your agreement. Any changes to your electric service provider selection may involve a charge, and if you return to EDC Name after switching to an electric supplier, you may not be served under the same rates, terms and conditions that apply to other customers served by EDC Name.



**Pennsylvania Choice Electric Sales Agreement – Please keep for your records**

**Rescission Period:** You may rescind or cancel this agreement with no cancellation fee for up to 3 business days after you receive this notice. Also, you will receive notification from EDC Name confirming your service enrollment with Santanna. You may rescind or cancel this agreement with no cancellation fee for 10 calendar days after EDC Name mails its confirmation letter (“Rescission Period”). You can do this by contacting Santanna customer service at 1-800-764-4427, or by contacting EDC Name in writing or by telephone at 1-800-XXX-XXXX.

**Moving/Termination:** This Agreement will automatically terminate without penalty if (i) you relocate outside of EDC Name service territory or (ii) if you move to a service location that is not served by EDC Name or (iii) if you relocate inside the utility’s service territory and the utility does not have contract portability. If you relocate within the utility’s service territory and do not exercise your right to cancel, this Agreement may continue for service at your new location.

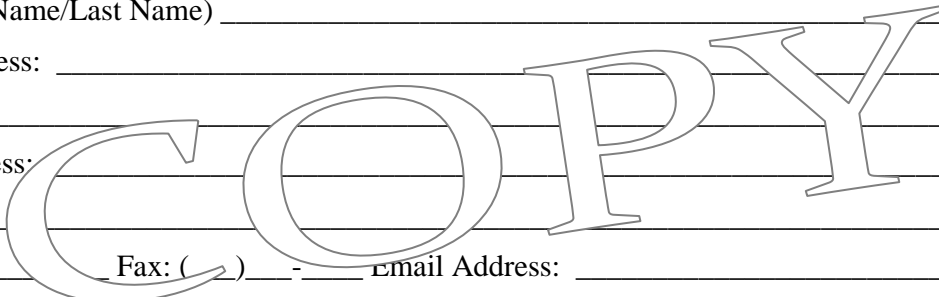
**Environmental Disclosure:** Environmental disclosure information can be found on Santanna’s website at the following address: <http://www.santannaenergyservices.com/generation-mix/>.

**Agency:** You hereby authorize Santanna to obtain information from EDC Name that includes, but is not limited to: billing history, payment history, historical and future electricity usage, meter readings, and characteristics of electricity service. Santanna reserves the right to determine if your credit standing is satisfactory before accepting your enrollment request. Santanna will not disclose social security numbers and/or account number(s) without your affirmative written consent other than for uses of Santanna’s own collections and credit reporting, or assigning a customer contract to another EGS provider.

**Questions, Complaints and Concerns:** For any questions or concerns contact Santanna customer service by phone weekdays from 7:00 a.m. to 8:00 p.m. EST, and 10:00 a.m. to 3:00 p.m. EST on Saturdays at 1-800-764-4427, by fax at 1-800-877-0673, in writing at \_\_\_\_\_, or via our web site at [www.SantannaEnergyServices.com](http://www.SantannaEnergyServices.com). In the event of a billing dispute or issues regarding volume or metering, you may also contact your utility at 1-800-XXX-XXXX. If you are not satisfied with the response, or to obtain education materials contact the Pennsylvania Public Utility Commission (PUC) Consumer Services Division at 1-800-692-7380 online at [www.puc.state.pa.us](http://www.puc.state.pa.us), or by mail at P.O. Box 3265 Harrisburg, PA 17105-3265.

**Limitation of Liability & Force Majeure:** Certain causes and events out of the control of Santanna (called Force Majeure events) may result in interruptions in service and affect the price of supplying electricity. Santanna will not be liable for the results of any such interruptions or price changes caused by Force Majeure events, including but not limited to acts of God, catastrophic weather events, acts of any governmental authority, accidents, strikes, labor disputes, changes in laws, rules or regulation by any governmental authority, or any cause beyond Santanna’s control. Santanna shall in no event be held liable for any special, punitive, direct, incidental or consequential damages as a result of non-performance under this Agreement.

Name (First Name/Last Name) \_\_\_\_\_  
Service Address: \_\_\_\_\_  
Billing Address: \_\_\_\_\_  
Phone: (\_\_\_\_) \_\_\_\_\_ Fax: (\_\_\_\_) \_\_\_\_\_ Email Address: \_\_\_\_\_  
Account Number: \_\_\_\_\_ Meter Number: \_\_\_\_\_



I have read and agree to the terms and conditions of this Electric Sales Agreement and acknowledge receipt of a copy of this agreement. By signing this agreement, I authorize the change of my electric service provider from my current provider to Santanna, in accordance with the Terms and Conditions which I am accepting as part of my enrollment with Santanna. This Agreement is with Santanna Energy Services, an Electric Generation Service Provider, NOT my Electric Distribution Utility. I understand that I will be supplied with Electricity whether or not I sign this Agreement.

Authorized Signature: \_\_\_\_\_ Date: \_\_/\_\_/\_\_

Your enrollment is subject to approval by Santanna Energy Services.

*For more information Contact us: 1-800-764-4427*  
[www.SantannaEnergyServices.com](http://www.SantannaEnergyServices.com)  
425 Quadrangle Dr. Ste 200. Bolingbrook, IL 60440

# Attachment K

L

**DECLARATION OF AUTHORITY**

This Declaration of Authority ("Declaration") is made this 4 day of December, 2012 by the following:

PRINCIPAL: Santanna Energy Service ("Principal")

AGENT: EDF Trading North America, LLC ("Agent").

**RECITALS**

WHEREAS, PJM is a Regional Transmission Organization ("RTO") subject to the jurisdiction of the Federal Energy Regulatory Commission ("FERC");

WHEREAS, PJM Settlement, Inc ("PJM Settlement") is a Pennsylvania Non-Profit Corporation, incorporated for the purpose of providing billing and settlement functions and credit and risk management functions for PJM. References to "PJM" in this Declaration are intended to apply to PJM and/or PJM Settlement, as appropriate, with regard to their respective functions.

WHEREAS, PJM and PJM Settlement administer centralized markets that clear various electric energy and energy-related products among multiple buyers and sellers;

WHEREAS, PJM additionally exercises operational control over its members' transmission facilities whereby PJM provides open-access transmission service and control area functions, including economic dispatch and emergency response to ensure reliability;

WHEREAS, Principal is a PJM Member and seeks to obtain, or is obtaining, services provided or administered by PJM, seeks to participate, or is participating in, markets administered by PJM, or seeks to engage in, or is engaging in, operations that use or affect the integrated transmission system operated by PJM;

WHEREAS, such activities or contemplated activities by Principal and Agent are governed by rights and obligations established by or under the PJM Open Access Transmission Tariff ("Tariff"), the Amended and Restated Operating Agreement of PJM Interconnection, L.L.C. ("Operating Agreement"), the Reliability Assurance Agreement Among Load-serving Entities in the MAAC Control Zone ("RAA"), and other agreements, manuals, and practices of PJM (the Tariff, the Operating Agreement, the RAA, and such other agreements manuals, and practices of PJM, the "PJM Agreements"); and

WHEREAS, Principal and Agent desire to declare to PJM their respective authorities concerning such rights and obligations, intend that PJM rely upon such declaration, and acknowledge that PJM may rely upon such declaration to its detriment.

## DECLARATION

NOW, THEREFORE, acknowledging that PJM will rely on the truth, accuracy and completeness of the declarations made below, Principal and Agent, as identified below, make the following declarations:

### 1. Exclusivity of Agent's Authority.

Pursuant to a binding, legally enforceable agreement, Principal has authorized Agent to act for Principal with respect to certain rights and responsibilities as specified in Section 2 of this Declaration ("the Authorized Rights and Responsibilities"). With respect to the Authorized Rights and Responsibilities, Agent is authorized to communicate and transact with PJM as Principal's sole and exclusive agent, and PJM is authorized to communicate and transact directly and exclusively with Agent as Principal's agent. With respect to Authorized Rights and Responsibilities, Principal will abide by any direction issued by PJM to Agent.

### 2. Specification of Authorized Rights and Responsibilities.

In the following parts (a) through (h), Principal and Agent specify the rights and responsibilities with respect to which Agent is authorized to act for Principal. Specification shall be effective only if both Principal and Agent have placed the initials of their authorized representatives in the space provided for each applicable right or responsibility from among the options provided below:

#### (a) Load Server Responsibilities.

CR CA Agent is authorized to satisfy Principal's obligations as a Load-Serving Entity under the RAA, including, without limitation, its obligations to provide Unforced Capacity, submit capacity plans, provide or arrange for Capacity Resources, satisfy Accounted-for Obligations and Peak Season Maintenance Obligations, comply with any capacity audits, make payment of all deficiency, data submission, and emergency procedure charges incurred, coordinate planning and operation of Capacity Resources with other parties; and develop and submit planned outage schedules.

CR CA Agent is authorized to satisfy Principal's obligations under the Tariff, RAA and to provide or arrange for transmission service to its loads; provide or arrange for sufficient reactive capability, voltage control facilities, and black start capability for service to its loads; submit firm transmission service schedules, and designate Network Resources and other points of receipt and delivery for transmission service. Agent is

authorized to request changes to the transmission service required for service to Principal's loads, and to enter into, on Principal's behalf, any feasibility, system impact, facilities study, or other agreements required to process such request for a change in service.

CR CA

Agent is authorized to satisfy Principal's rights and obligations under the Tariff and Operating Agreement to submit bids on, obtain, administer, and receive payments or credits for Financial Transmission Rights and Auction Revenue Rights with respect to service to Principal's loads.

CR CA

Agent is authorized to provide data required by PJM with respect to service to Principal's loads, including, but not limited to, data required for coordination of operations, accounting for all interchange transactions, preparation of required reports and maintenance schedules, and analysis of system disturbances.

CR CA

Agent is authorized to provide the facilities and personnel required to coordinate operations with PJM and other PJM Members.

(b) Electric Distributor Responsibilities.

\_\_\_\_\_ Agent is authorized to satisfy Principal's rights and obligations as an Electric Distributor under the Operating Agreement, including, but not limited to, assuring the continued compatibility of its local energy management, monitoring, and telecommunications systems with PJM's technical requirements; providing or arranging for the services of a 24-hour local control center to coordinate with PJM; providing to PJM all system, accounting, customer tracking, load forecasting, and other data necessary or appropriate to implement or administer the Operating Agreement, RAA; shedding connected load, initiating active load management programs, and taking such other coordination actions as may be necessary in accordance with PJM's directions in Emergencies; maintaining or arranging for a portion of its connected load to be subject to control by automatic underfrequency, under-voltage, or other load-shedding devices; and complying with the underfrequency relay obligations and charges specified in the Operating Agreement.

(c) Generator Responsibilities.

\_\_\_\_\_ Agent is authorized to operate the Principal's generation resources in all events, including, but not limited to, in the event of Emergencies, and shall operate such resources in a manner that is consistent with the standards, requirements or directions of PJM and that will permit PJM to perform its obligations under the Operating Agreement, Tariff, RAA, and other applicable agreements, manuals, and practices.

\_\_\_\_\_ Agent is authorized to ensure that the required portion of Principal's Capacity Resources have the ability to go from a shutdown condition to an operating condition and start delivering power without assistance from the power system.

- Or -

\_\_\_\_\_ Agent is authorized to direct the operation of Principal's generation resources by relaying PJM's instructions to the resource in all events, including, but not limited to, in the event of Emergencies, and shall direct such resources in a manner that is consistent with the standards, requirements or directions of PJM and that will permit PJM to perform its obligations under the Operating Agreement, Tariff, RAA, and other applicable agreements, manuals, and practices.

\_\_\_\_\_ Agent is authorized to communicate with PJM in all matters concerning the provision of capacity, energy, or ancillary services from Principal's generation resources, including, without limitation, information required in connection with Capacity Resources, dispatch of any unit, provision of reactive power, regulation, synchronous condensing, spinning or other reserves, establishment or maintenance of a unit as a Black-Start Unit, satisfaction of must-run obligations, and costs or revenue requirements for any product or service offered by any such unit.

\_\_\_\_\_ Agent is authorized to provide information on outages of Principal's generation facilities, whether planned, forced, or for maintenance, and to coordinate such outages with PJM

\_\_\_\_\_ Agent is authorized to act on behalf of Principal with respect to Principal's rights and obligations under any Feasibility Study, System Impact Study, or Facilities Study Agreements.

\_\_\_\_\_ Agent is authorized to act on behalf of Principal with respect to Principal's rights and obligations under any Construction Service Agreements.

\_\_\_\_\_ Agent is authorized to act on behalf of Principal with respect to Principal's rights and obligations under any Interconnection Service Agreements.

\_\_\_\_\_ Agent is authorized to receive from PJM historic and real time data collected by PJM from, or provided to PJM by, Principal with respect to Principal's generation resources.

\_\_\_\_\_ Agent is authorized to act on behalf of Principal for the following specific unit(s) in Principal primary and subaccounts:

Resource Name:

Resource ID:

(d) Market Buyer/Market Seller Responsibilities.

ER CA

Agent is authorized to satisfy Principal's rights and obligations as a Market Buyer or Market Seller under the Operating Agreement, including, but not limited to, arranging for a Market Operations Center capable of real-time communication with PJM during normal and Emergency conditions; reporting to PJM sources of energy available for operation; providing to PJM scheduling and other information, including, but not limited to, maintenance and other anticipated outages of generation or transmission facilities, scheduling and related information on bilateral transactions and self-scheduled resources, and implementation of active load management, interruption of load, and other load reduction measures; obtaining Spot Market Backup for bilateral transactions; submitting to PJM binding offers to purchase or sell energy and ancillary services in compliance with all applicable Offer Data specifications; responding to PJM's directives to start, shut down or change output levels of generation units, or change scheduled voltages or reactive output levels; responding to PJM's directives to schedule delivery or change delivery schedules for external resources; and following PJM's directions to take actions to prevent, manage, alleviate or end an Emergency.

(e) Billing and Payment Responsibilities.

ER CA

In connection with all rights and responsibilities specified by Principal and Agent in any of subparts (a) through (d) of this Section, Agent shall be billed for, and shall make payment to PJM for, all charges, penalties, costs and fees. (If this option is not specified, PJM will issue billings to, and collect amounts due from, Principal.)

ER CA

In connection with all rights and responsibilities specified by Principal and Agent above, Agent is entitled to receive from PJM in Agent's account all credits, revenues, distributions, and disbursements. (If this option is not specified, PJM will pay such amounts to Principal.)

(f) General Membership Responsibilities.

\_\_\_\_\_ Agent is authorized to participate and vote in all PJM committees, working groups, and other stakeholder bodies on Principal's behalf.

\_\_\_\_\_ Agent is authorized to participate on Principal's behalf in the regional transmission expansion planning process.

\_\_\_\_\_ Agent is authorized to provide information or otherwise cooperate on Principal's behalf in connection with any investigation or request for information by PJM or the PJM Market Monitoring Unit in accordance with the Operating Agreement and Attachment M to the Tariff. (If this option is specified, PJM and the PJM Market Monitoring Unit shall have the right to request and obtain such information from Agent and/or Principal.)

\_\_\_\_\_ Agent shall be billed for, and shall make payment of, Principal's costs of membership in PJM, including payment of the Membership fee, and payment of any other general assessments on the PJM members, including, but not limited to, amounts assessed as a consequence of defaults by other Members.

(g) Additional Responsibilities.

\_\_\_\_\_ Agent has been Authorized other rights and responsibilities of Principal as specified on Attachment "A" to this Declaration.

(h) Limitation on Responsibilities.

\_\_\_\_\_ The rights and responsibilities specified in parts (a) through (f) above apply to a limited portion of Principal's facilities or loads located in the PJM Region, as specified on Attachment "B" to this Declaration, and to no other facilities or loads of Principal.

**3. Continuing Responsibilities and Liabilities of Principal.**

3.1 The Authorized Rights and Responsibilities are the only rights and responsibilities under the PJM Agreements for which Agent is authorized to act for Principal, and Principal retains all rights and responsibilities under the PJM Agreements not specified by Principal and Agent in Section 2.

3.2 With respect to the Authorized Rights and Responsibilities, and notwithstanding any other provision of this Agreement, Principal shall remain liable to PJM for all amounts due or to become due to PJM under the PJM Agreements, and Agent's authorization to make payment of any such amounts



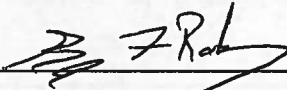
hereunder (if specified in Section 2) shall not release Principal from liability for any financial obligations to PJM not satisfied by Agent.

**4. Reliance and Indemnity, Duty to Inform, Liability Waiver, and Rules of Construction.**

- 4.1 Principal and Agent each recognizes, accepts and intends that PJM will rely, upon on the truth, accuracy and completeness of the declarations herein in matters including but not limited to creditworthiness and in assuring compliance with the PJM Agreements. Principal and Agent each recognizes and accepts that PJM or its members may suffer losses and damages if any declaration is or becomes untrue, inaccurate or incomplete, and each agrees to indemnify PJM for any such losses and damages.
- 4.2 Principal and Agent each has a continuing duty to notify PJM if and when any declaration herein ceases to be truthful, accurate or complete. Until such time as PJM receives written notification of any change to any declaration, in accordance with the terms contained herein, PJM shall be entitled to rely perpetually on this Declaration as governing its relationship with Principal and Agent as to the subject matter of this Declaration. Written notice of changes to the declarations contained herein must be provided by Principal (PJM Member) to PJM at least thirty days in advance of their effectiveness. If Agent is also a PJM Member, then both parties will be required to provide thirty days prior written notification in order for such changes to be effective. Such notification is required for changes to the declarations and responsibilities contained herein and/or termination of this Declaration. Upon such termination, all rights, responsibilities and accounts will revert back to the original status quo prevailing before the Declaration became effective. Should less than thirty days notice be provided, PJM shall use its best efforts to accommodate and process the declarations herein, but all attempts should be made to provide such notice.
- 4.3 Nothing in this Declaration shall be construed to create or give rise to any liability on the part of PJM and Principal and Agent expressly waive any claims that may arise against PJM under this Declaration. This Declaration shall not be construed to modify any of the PJM Agreements and in the event of conflict between this Declaration and a PJM Agreement, the applicable PJM Agreement shall control.
- 4.4 Capitalized terms used herein that are not defined herein have the meanings given in the PJM Agreements, as applicable.
- 4.5 The Recitals are hereby incorporated into the body of this Declaration.

IN WITNESS WHEREOF, Principal and Agent execute this Declaration to be effective as of the date written above or upon receipt of a fully executed original by PJM, whichever date is later.

**PRINCIPAL:**

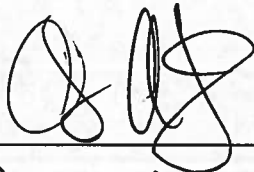
Signature: 

Name: Gregory F Rabaez

Title: UP COO

Company Name: Santanna Energy Service

**AGENT:**

Signature: 

Name: Chris Armitage

Title: V.P Assets

Company Name: EDF Trading North America, LLC